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This document is an English translation of a statement written originally in Japanese. The Japanese original should be considered as the primary version.

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(Code No. 8001, Prime Market)
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G. K. FMDI
Representative Member: ITOCHU Corporation
Person Acting in its Capacity: Kazutaka Hiramatsu

Announcement of Commencement of Tender Offer
for Shares in ITOCHU-SHOKUHIN Co., Ltd. (Code No. 2692)

ITOCHU Corporation (“ITOCHU”) and G.K. FMDI (location of the head office: Minato-ku, Tokyo; person acting in its capacity: Kazutaka Hiramatsu; the “Tender Offeror”), in which ITOCHU holds a 100% stake, individually decided today that the Tender Offeror will acquire the common shares of ITOCHU-SHOKUHIN Co., Ltd. (which is listed on the Prime Market of the Tokyo Stock Exchange Inc., (the “Tokyo Stock Exchange”), Code No. 2692; the “Target Company”) (the “Target Company Shares”) through a tender offer (the “Tender Offer”) in accordance with the Financial Instruments and Exchange Act (Act No.25 of 1948, as amended; the “Act”).

This document is disclosed by ITOCHU in accordance with the Securities Listing Regulations, and is also an official public announcement based on the Tender Offeror’s request to ITOCHU (the parent company of the Tender Offeror) pursuant to the provisions of Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended; the “Enforcement Order”).

1. Overview of the Tender Offeror

(1) Name	G. K. FMDI
(2) Location	5-1, Kita-Aoyama 2-chome, Minato-ku, Tokyo
(3) Title/Role and Name of Representative	Person acting in its capacity: Kazutaka Hiramatsu
(4) Business Activities	1. Hold shares or interests in another company; and 2. All business incidental to the foregoing
(5) Capital	JPY 1,000,000 (as of today)

(Note 1) The Tender Offeror’s name at the time of establishment was G.K. POSDON, and its head office was located at 9th Floor, Ariake Frontier Building Tower B, 3-7-26, Ariake, Koto-ku, Tokyo. As of today, the name has been changed to G.K. FMDI, and the head office has been relocated to 5-1, Kita-Aoyama 2-chome, Minato-ku, Tokyo.

(Note 2) Mr. Nobuhiro Suga was the person acting in its capacity at the time of the Tender Offeror’s establishment; however, he resigned from his position as the person acting in its capacity as

of today, and Mr. Kazutaka Hiramatsu has assumed the position of the person acting in its capacity of the Tender Offeror.

2. Purpose of the Purchase, Etc.

(1) Outline of the Tender Offer

The Tender Offeror is G.K. FMDI, established on January 27, 2026, primarily for the purpose of acquiring and holding the shares, etc., of the Target Company through the Tender Offer, and ITOCHU holds a 100% stake in the Tender Offeror. As of today, the Tender Offeror does not hold any Target Company Shares, which are listed on the Prime Market of the Tokyo Stock Exchange, while, as of today, ITOCHU, which is the parent company of the Tender Offeror, holds 6,656,116 Target Company Shares (ownership ratio (Note 1): 52.46% (rounded to the second decimal place; hereinafter the same applies to the calculation of ownership ratio)), and the Target Company is a consolidated subsidiary of ITOCHU.

(Note 1) The “ownership ratio” means the ratio of the relevant Target Company Shares held by the applicable person to the number of shares (12,686,909 shares) remaining after subtracting the number of treasury shares held by the Target Company as of December 31, 2025 (33,091 shares; hereinafter the same for the number of treasury shares held by the Target Company), from the total number of issued shares of the Target Company (12,720,000 shares) as of the same date and disclosed in the “Consolidated Financial Results for the Nine Months Ended December 31, 2025 [Japanese GAAP] (Consolidated)” announced by the Target Company on January 30, 2026 (the “Target Company’s Financial Results”).

The Tender Offeror decided to implement the Tender Offer at a purchase price per Target Company Share at JPY 13,000 (the “Tender Offer Price”) in order to acquire all of the Target Company Shares (excluding the Target Company Shares held by ITOCHU and the treasury shares held by the Target Company) as part of a series of transactions aimed at making ITOCHU and the Tender Offeror (collectively the “Tender Offeror Parties”) the only shareholders of the Target Company and privatizing the Target Company Shares (the “Transactions”).

Since the Tender Offeror intends to make the Tender Offeror Parties the only shareholders of the Target Company through the Tender Offer, the Tender Offeror has set 1,801,900 shares as the minimum number of shares to be purchased in the Tender Offer (ownership ratio: 14.20%). If the total number of shares, etc., tendered in the Tender Offer (the “Tendered Shares, Etc.”) is less than the minimum number of shares to be purchased as set out above, the Tender Offeror will not purchase any of the Tendered Shares, Etc. Conversely, the Tender Offeror has not set an upper limit on the number of shares to be purchased in the Tender Offer, and, if the total number of Tendered Shares, Etc. meets or exceeds the minimum number of shares to be purchased (1,801,900 shares), the Tender Offeror will purchase all of the Tendered Shares, Etc.

In order to ensure that the total number of voting rights of the Target Company that the Tender Offeror Parties will hold if the Tender Offer is successfully completed equals to two-thirds (2/3) or more of the total voting rights of the Target Company, the minimum number of shares to be purchased (1,801,900 shares) was obtained by: (a) subtracting the number of treasury shares held by the Target Company as of December 31, 2025 (33,091 shares), from the total number of issued shares of the Target Company as of the same date as stated in the Target Company’s Financial Results (12,720,000 shares), with the result (12,686,909 shares) equating to 126,869 voting rights, then (b) multiplying these voting rights (a) by 2/3 (resulting in 84,580 voting rights, rounded up to the nearest whole number), then (c) subtracting the number of voting rights (66,561 voting rights) of the Target Company Shares (6,656,116 shares) held by ITOCHU,

resulting in 18,019 voting rights, then (d) multiplying (c) by the number of share units of the Target Company (100 shares). The Tender Offer is intended to make the Tender Offeror Parties the only shareholders of the Target Company and the minimum number of shares to be purchased is set to ensure that the Tender Offeror Parties will hold two-thirds (2/3) or more of the voting rights, which is equivalent to the voting rights ratio required for a special resolution at the shareholders meeting, in the case where the Tender Offer is successfully completed but the Tender Offeror is unable to acquire all of the Target Company Shares (excluding the Target Company Shares held by the ITOCHU and the treasury shares held by the Target Company) through the Tender Offer, and consequently the Tender Offeror implements the procedures for consolidation of the Target Company Shares stated in “(5) Policies on reorganization, etc. after the Tender Offer (matters concerning “two-step acquisition”)” below, which requires a special resolution of a general meeting of shareholders, as provided for in Paragraph 2 of Article 309 of the Companies Act (Act No. 86 of 2005, as amended; the same shall apply hereinafter). As of today, the Tender Offeror does not hold any Target Company Shares. However, ITOCHU, the parent company of the Tender Offeror, holds 6,656,116 Target Company Shares (ownership ratio: 52.46%). Since the setting of the minimum number of shares to be purchased in the Tender Offer by the so-called “majority of minority” will make the completion of the Tender Offer unpredictable and will not be in the best interests of general shareholders of the Target Company who wish to tender in the Tender Offer, the Tender Offeror did not set the minimum number of shares to be purchased in the Tender Offer by the so-called “majority of minority.” For details on measures taken to ensure fairness of the Tender Offer, please see “(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest),” “(ii) Background of calculation,” “(4) Background of calculation of price for purchase, etc.” in “3. Outline of the Purchase, Etc.” below.

In the case where the Tender Offer is successfully completed but the Tender Offeror is unable to acquire all of the Target Company Shares (excluding the Target Company Shares held by ITOCHU and the treasury shares held by the Target Company) through the Tender Offer, the Tender Offeror, as set out in “(5) Policies on reorganization, etc. after the Tender Offer (matters concerning “two-step acquisition”)” below, plans to take a series of procedures necessary to make the Tender Offeror Parties the only shareholders of the Target Company (the “Squeeze-Out Procedures”) after the completion of the Tender Offer.

Further, according to the Target Company’s press release titled “Notice Concerning Opinion in Favor of Tender Offer for the Company Shares by G. K. FMDI, a Subsidiary of ITOCHU Corporation, the Parent Company of the Company and Recommendation to Tender,” published as of today (the “Target Company’s Press Release”), the Target Company resolved at the meeting of its board of directors held today to express an opinion in support of the Tender Offer and recommend that its shareholders tender the Target Company Shares in the Tender Offer.

For details of the Target Company’s decision-making, please see the Target Company’s Press Release and “(ii) Target Company’s decision-making process and reasons” in “(2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer” below.

- (2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer
- (i) Background, purposes, and decision-making process leading to the implementation of the Tender Offer

ITOCHU, which is the parent company of the Tender Offeror, listed its shares on the former Osaka Securities Exchange, Inc. and the Tokyo Stock Exchange in July 1950. Then, ITOCHU’s shares were

transferred from the First Section to the Prime Market in April 2022, following the restructuring of the market segments of the Tokyo Stock Exchange. ITOCHU is a part of the ITOCHU Group (a corporate group consisting of ITOCHU and its 186 subsidiaries and 78 affiliates, including the Target Company (as of September 30, 2025); the same shall apply hereinafter); and, through its domestic and overseas networks, the Textile Company (Note 1) the Machinery Company, the Metals & Minerals Company, the Energy & Chemicals Company, the Food Company, the General Products & Realty Company, the ICT & Financial Business Company and The 8th Company (Note 2), engage in diversified businesses in areas that include everything comprehensively from raw materials, etc. (upstream), to consumer business (Note 3) (downstream), in order to provide various products and services supporting people's lives. Among such Companies, the Food Company enhances the corporate value of ITOCHU by (i) organically integrating all stages of the supply chain, such as the food resource development stage, the raw material supply stage, the manufacturing and processing stage, the intermediate distribution stage, and the retail stage, (ii) expanding production bases to ensure food safety and security in response to heightened consumer awareness and establishing stable supply chains, and (iii) strengthening the value chain and rationalizing logistics operations through digital transformation (DX) in the food distribution sector.

(Note 1) A "Company" refers to a business division within ITOCHU that is deemed to be one highly independent unit. By delegating management resources and authority to each Company, the Companies take responsibility for prompt and flexible management and developing businesses that meet the needs of their respective fields.

(Note 2) "The 8th Company" refers to a business unit that collaborates with the other seven Companies to fully leverage various business platforms, particularly in the consumer sector, which is an area of strength of ITOCHU, and, through which, ITOCHU accelerates initiatives that combine different industries and extend across the boundaries of Companies and create new businesses and develop new customers from a market-oriented perspective to meet market and consumer needs.

(Note 3) "Consumer business" refers to the business sector that provides products and services to individual consumers, aiming to enhance their daily lives with greater convenience and satisfaction of various needs.

Meanwhile, according to the Target Company's Press Release, the Target Company was founded as Zenshiro Matsushita Store, a direct exporter and importer and wholesale merchant of Western liquors, food products, and general goods in February 1886, upon the acquisition of the Western liquor and food division from Chobei Takeda Store. In November 1918, the business was reorganized and reestablished as Matsushita Shoten, Ltd. Thereafter, in March 1971, the Target Company merged with Suzuki Yoshuten Ltd., changed its trade name to Matsushita Suzuki, Co., Ltd., and in October 1982, formed a capital and business alliance with ITOCHU. In October 1996, the Target Company merged with Meikan Co., Ltd., a group company of the ITOCHU Group, and changed its trade name to its current name, ITOCHU-SHOKUHIN Co., Ltd. The Target Company was listed on the First Section of the Tokyo Stock Exchange in March 2001, and in April 2022, it was transferred to the Prime Market of the Tokyo Stock Exchange following the restructuring of the Tokyo Stock Exchange's market segments.

The corporate group consisting of the Target Company, its four subsidiaries, one affiliated company and four other related companies (the "Target Company Group"), as a food products wholesaler, principally engages in the wholesale of alcoholic beverages and food products and related activities such as product storage and transportation, the provision of information on various products, and merchandising related to product distribution (Note 4).

(Note 4) “Merchandising” refers to strategic activities intended to encourage consumers to purchase products and services.

The Target Company Group’s corporate philosophy is “always grasp the changes and needs of the times in advance, and help consumers and society to develop a rich and healthy dietary life.” Under this philosophy, on May 1, 2023 the Target Company announced its medium-term management plan “Transform 2025, Creation and Circulation,” which aims to realize its vision of “creating and circulating shared value centered on food,” and the Target Company has further focused on three priority areas: (i) information, (ii) product development, and (iii) logistics, and advanced human capital management to strengthen the foundation that supports such priority areas.

The recent environment surrounding the Target Company Group has been characterized by a gradual recovery of domestic economy driven by improvements in employment and income conditions, and there are signs of improvement in personal consumption. Meanwhile, impacts on the global situation stemming from U.S. trade policy and other factors constitute downside risks to the economy, and the outlook remains uncertain. In the food distribution industry, while product prices continue to rise due to increasing costs of raw materials, labor, and logistics, consumers’ propensity to economize has led to a reduction in the number of items purchased and a shift toward low-priced and private-label products. Meanwhile, sales of high-value added and differentiated products have remained robust, reflecting a shift toward a value orientation that emphasizes ‘cost performance,’ seeking satisfactory and acceptable prices, which has led to more diverse and complex consumer behavior.

In this environment, net sales for the fiscal year ending March 2026 are trending upward mainly due to an expansion of transactions with general merchandise stores, supermarkets and convenience stores, and strong beverage sales driven by a record heat wave, among other reasons, and growth in RTD (Note 5). Operating profit has also increased, reflecting both higher sales and cost reductions.

(Note 5) “RTD” stands for “Ready to Drink” and refers to low-alcohol beverages that are processed to be ready for consumption immediately after opening the can, such as canned chuhai, canned cocktails and canned highballs.

The capital relationship between ITOCHU and the Target Company began in October 1982, when ITOCHU entered into a capital and business alliance agreement with the Target Company, making it a subsidiary and strengthening its sales and management functions. Subsequently, in October 1996, the Target Company (then named “Matsushita Suzuki Co., Ltd.”) merged with Meikan Co., Ltd., a member of the ITOCHU Group, and the Target Company changed its name to ITOCHU-SHOKUHIN Co., Ltd. In March 2001, the Target Company was listed on the First Section of the Tokyo Stock Exchange (transitioning to the Tokyo Stock Exchange’s new market segment, the “Prime Market” in April 2022). At the end of September of that year, ITOCHU came to hold 2,769,416 Target Company Shares (percentage of the total number of the Target Company’s issued shares (excluding treasury shares) held (rounded to the second decimal place): 21.25%). At the end of June 2024, ITOCHU held 6,620,316 Target Company Shares (percentage of the total number of the Target Company’s issued shares (excluding treasury shares) held (rounded to the second decimal place): 52.18%). Subsequently, between such time and October 30, 2024, ITOCHU purchased additional Target Company Shares on the market, and as of today, ITOCHU holds 6,656,116 Target Company Shares (ownership ratio: 52.46%).

ITOCHU believes that, in the current food distribution sector, due to shifts in consumer behavior, patterns, and values in the retail industry (in which business partners of the Target Company belong) resulting from increasing social structural changes, such as population decline, an aging population, an increase in single-

person households and dual-income households, and the current state of things following the global COVID-19 pandemic, the alcoholic beverage market, in which the Target Company holds a strong position, is expected to shrink in the future. ITOCHU also anticipate that, as the demand for food products has become more diverse, the handling of food products by various industries, such as e-commerce operators and drugstores, has increased, and competition that transcends industry boundaries has become more intense, the ongoing trend of consolidation, industry restructuring, group formation, and globalization will continue. ITOCHU recognizes that the trend toward integrating the upstream and downstream segments of the supply chain, including the development of private brands by retailers and the incorporation of manufacturing functions in the naka-shoku (Note 6) and ready-made meals sector, poses a threat to not only the Target Company, but also to the entire food wholesaler business model. In this context, the food wholesalers will be required to meet the demands of food manufacturers and retailers seeking overall optimization of food distribution in terms of cost and functionality, and the emergence of larger corporate groups and oligopolization in the food wholesale industry is expected to continue irreversibly, as logistics costs and IT investment burdens are increasing under a low-profit margin structure, and supply over wider areas and advanced functional capabilities are required as a result of restructuring and consolidation of the retail sector. Consequently, ITOCHU believes that the Target Company should further, and rapidly, expand its business scale.

(Note 6) “Naka-shoku” refers to meals purchased outside the home that are prepared by others, and consumed at home.

Furthermore, challenges represented by the following three (3) points have emerged as medium-to-long-term issues for Japan’s food wholesale industry. These issues have quickly become concrete risks as a result of the supply-demand fluctuations and logistical disruptions caused by the COVID-19 pandemic and the surge in resource prices and logistics costs driven by geopolitical issues, such as the situation in Russia and Ukraine, since 2020. Additionally, ITOCHU considers that these risks are becoming issues that cannot be adequately addressed by conventional measures alone due to changes in the external environment such as inflation, logistics constraints and the increased burden of IT and logistics investments essential for maintaining competitiveness and may not be fully addressed solely through the Target Company’s cost reduction measures or existing organic growth strategy.

(A) Permanent inflation

There is growing uncertainty in Japan over whether real wages will rise enough to offset the impact of food inflation driven by global food supply constraints for grains, oils and marine products, stemming from geopolitical issues, climate change, and export restrictions imposed by various countries, and the persistent weak yen, which is leading to increased consumer thriftiness. Retailers and other business partners are expected to negotiate prices negotiations to control procurement costs and strengthen their efforts to engage in direct transactions with manufacturers. In response to these challenges, the food wholesale industry is required to pursue economies of scale (Note 7) more than ever before in order to secure commercial rights and build a new value creation model for food wholesalers focused on profitability. ITOCHU recognizes that the Target Company is also developing value-added products that meet the diverse needs of consumers and revitalizing physical sales by focusing on sales promotion proposals that utilize digital signage (Note 8).

(Note 7) “Economies of scale” refer to a situation in which a company or organization expands its production or business scale, leading to decreased unit costs, increased efficiency, and increased profitability.

(Note 8) “Digital signage” refers to an information delivery medium that uses electronic display

devices, such as screens, to distribute and display video and text.

(B) Chronic logistics constraints

Logistics supply constraints, exemplified by the “2024 issues”, including a shortage of transportation capacity and rising logistics costs due to reduced working hours resulting from the enforcement of overtime limits for truck drivers from April 2024, are becoming increasingly critical challenges for the food industry, which aims to ensure a stable supply of safe and secure food and prioritizes maintaining freshness and quality. ITOCHU recognizes that the Target Company is improving the efficiency of its warehouse operations by reviewing its order processing system and utilizing digital technology. However, the industry must take further initiatives to improve truck loading efficiency and reduce drivers’ workload. Thus far, the measures taken to improve logistics efficiency through industry-wide alliances and partnerships have been insufficient. Going forward, it is conceivable that fundamental logistics reform will also need to be promoted.

(C) Growing importance of digital investment

In the food wholesale industry, the following initiatives have been advanced to enhance functions from procurement of products to delivery: utilization of business efficiency tools, such as ERP (Note 9); promotion of data analysis to improve the accuracy of demand forecasting and inventory management; introduction of mobile applications; and enhancement of supply chain transparency using blockchain technology and other methods. On the other hand, the food wholesale industry faces the challenge of transforming into an information industry platform in response to the trend among consumers and retail partners seeking greater transaction convenience. This transformation involves expanding the industry’s business scope to include non-food sectors, such as daily necessities, while leveraging AI and machine learning and strengthening information systems, including human resources. ITOCHU believes that the importance of digital investment is greater than ever before.

(Note 9) “ERP” stands for Enterprise Resource Planning and refers to software and systems designed to centrally manage and integrate business resources, such as people, materials, finances and information; streamline and standardize business processes; and support management visibility and decision- making.

ITOCHE believes that, in the above-mentioned situation, for the Target Company to sustain growth into the future, it is essential to boldly and swiftly achieve business transformation, going beyond the Target Company’s independent efforts to date as a food wholesaler, by combining the management resources of both the Target Company and ITOCHU. However, ITOCHU believes that, under the current structure where the Target Company and ITOCHU exist as independent listed companies, there are certain limitations on making swift and flexible decisions from the perspective of whether capital efficiency in the group’s management is sufficient when ITOCHU provides management resources to the Target Company that contribute to enhancing its corporate value, as a portion of the profits derived from the management resources that ITOCHU invests in the Target Company would flow out to the general shareholders of the Target Company, resulting in ITOCHU not being able to fully reap the benefits of the invested resources.

Therefore, ITOCHU has concluded in late March 2025 that it is in the mutual best interest of both parties to establish a structure where the Target Company and ITOCHU become integrated, enabling the flexible and organic mutual utilization of each other’s management resources, through privatization of the Target Company Shares. Specifically, through the Transactions, ITOCHU intend to promote the following measures and initiatives:

i. Collaborative advancement of strategic businesses

(a) Logistics efficiency improvement and function enhancement

While logistics constraints are becoming a chronic problem as described above, pressure from retailers to suppress prices—aiming to avoid passing on inflation to retail prices is intensifying. For the Target Company, a food wholesaler, building a revenue structure less susceptible than ever before to such impacts is also considered an urgent priority. Therefore, ITOCHU believes that expanding the Target Company’s business scope beyond merely improving the efficiency of general logistics operations from food wholesalers to retailers, to include logistics from food manufacturers to food wholesalers, which has been traditionally handled by food manufacturers, and making full use of the Target Company’s logistics network, will enhance the Target Company’s corporate value. ITOCHU believes that there are limits to solving logistics issues through individual efforts alone, and that, rather than addressing these issues solely within the business relationships and logistics network of the Target Company, which currently maintains its independence as a listed company, the Target Company should become integrated with ITOCHU, which is advancing the development of new delivery systems that enhance logistics efficiency through a platform that optimizes the supply chain linked to intermediate distribution and product manufacturing, as well as by identifying optimal transportation routes between shipping points, so that the Target Company will be able to improve efficiencies through DX in the food distribution sector, stabilize the revenue structure through, among others, the acquisition of new revenue opportunities such as logistics outsourcing fees generated by deliveries to wholesalers, and thus provide services that fully meet the needs of the many consumers and business partners served by ITOCHU and the Target Company (“both companies”), thereby achieving more effective, efficient, and speedy concrete solutions.

(b) Collaborative advancement of digital strategy

ITOUCHU recognizes that the Target Company has invested in every, Inc., which develops and operates recipe video services, etc., allowing initiatives such as the introduction of sales promotions utilizing digital signage at the store fronts of retailers collaborating with every, Inc., thereby supporting both retailers and food manufacturers and working to create new business value as a food wholesaler. ITOCHU believes that such digital initiatives implemented by the Target Company are essential for differentiating itself from other companies, and that it is particularly important to develop functionalities with speed and provide a wide range of solutions while ensuring high quality. ITOCHU collaborates with major management consulting firms to offer extensive and flexible DX consulting services tailored to client companies, particularly in the consumer sector. With regard to digital strategy, ITOCHU believes that eliminating restrictions through the Transactions will accelerate the prioritized allocation of scarce DX personnel and detailed data collaboration within the group, which are currently difficult due to conflicts of interest and legal considerations, so that the Target Company can solidify its competitive advantage not only through its own efforts but also by leveraging resources held by ITOCHU and integrating with the digital strategies being promoted by ITOCHU, such as retail media (Note 10) utilizing digital signage and apps.

(Note 10) “Retail media” refers to the system for advertising and information distribution services provided by utilizing customer touchpoints and customer data held by retailers.

(c) Expansion of the cold chain food business

ITOCHU recognizes that the Target Company has established a solid position in its founding businesses: sale of alcoholic beverage and handling of shelf-stable processed food. On the other hand, the Target Company has also begun expanding its cold chain food business by offering the high-quality frozen food brand “Tomin Ichiba” utilizing its rapid-freezing machine “Tomin”; however, ITOCHU believes that, despite the expansion of the naka-shoku and frozen food markets driven by changes in social structures, the market share in the cold chain food sector remains limited, leaving significant room for growth. ITOCHU believes that, in order to solidify the Target Company’s position in the food distribution industry, strengthening and expanding the cold chain food business through the development of the cold chain logistics network and the enhancement of high value-added products, as well as reliably meeting the needs of its retail partners, could become one of the key themes going forward. With the aim of maximizing the use of ITOCHU’s extensive network and solidifying the Target Company’s position, ITOCHU envisions that, following the Transactions, it will contribute to further enhancing the Target Company’s presence by, together with the Target Company, promoting the development of logistics infrastructure and the expansion of sales networks, including through the mutual utilization of infrastructure within the “non-competitive areas” of the ITOCHU Group and M&A or other means to expand business foundations with minimal time and costs for in-house development.

(d) Strengthening product development capabilities

ITOCHU recognizes that the Target Company has steadily built up its sales track record by responding to the needs of its retail partners, engaging in joint product development with diverse brand owners and developing its private brand “Karada Switch”. Meanwhile, ITOCHU is also actively engaged in the development of branded products, imported goods, and products targeted at specific retailers, and offers the DX support service for food, “FOODATA”, demonstrating extensive expertise in the development of various products. It also possesses diverse product development expertise, including providing the food-related DX support service “FOODATA”. In contrast to the current situation, where the sharing of expertise and other information is subject to certain limitations due to information management concerns as both companies are independently listed, ITOCHU believes that the Transactions will alleviate restrictions on parent-subsidary transactions and the Target Company will be able to maximize the use of ITOCHU’s raw material procurement capabilities and overseas networks as its own development resources, and that combining the expertise and sales networks of both companies to a greater extent than ever before to advance these product development initiatives will result in acquiring product development capabilities that are even more strongly supported by consumers and retailers.

ii. Evolution of human resources strategy centered on personnel exchange

(a) Further activation of personnel exchange between the Target Company and ITOCHU

Currently, ITOCHU dispatches not only executives but also seconded employees to the Target Company. However, since both companies need to maintain their management independence as independent listed companies, as well as a governance system that considers the interests of general shareholders, there are certain restrictions on the parent company’s involvement in personnel matters, and the scope of these dispatches remains limited. In particular, there is a need to be cautious regarding dispatches to positions critical to management and bi-directional transfers. Furthermore, the Target Company does not currently dispatch seconded employees to ITOCHU as it is difficult to justify to

ITOCHU's shareholders the reasonableness of engaging the Target Company's management resources in ITOCHU's operations. ITOCHU believes that, upon completion of the Transactions, these barriers will be removed, and more dynamic reciprocal exchanges of personnel will not only bolster complementary relationships in both sales and management functions but also enable greater effectiveness in human resource development for both companies.

(b) Realization of personnel exchange with the entire ITOCHU Group

In addition to the personnel exchange between the Target Company and ITOCHU described in "(a) Further activation of personnel exchange between the Target Company and ITOCHU" above, ITOCHU believes that, after the Transactions, the smooth exchange of personnel with the entire ITOCHU Group will also be facilitated, making it possible to invest management resources from the ITOCHU Group without causing any outflow of benefits gained by the Target Company to the general shareholders of the Target Company, and thus making it easier to justify this to the companies within the ITOCHU Group. ITOCHU envisions that, with such measures, a more dynamic and strategic exchange of personnel in line with the Target Company's management policies will be possible, allowing the dispatch of personnel with expertise in the areas the Target Company will be focusing on in the future, such as logistics, digital technology, and product development, broadly from the ITOCHU Group, or allowing the dispatch of personnel from the Target Company to absorb such expertise, thereby contributing to advancing the Target Company's key strategies.

Based on this understanding, since late March 2025, ITOCHU commenced consideration of the Transactions, appointed Nomura Securities Co., Ltd. ("Nomura Securities") as its financial advisor and third-party valuator independent of the ITOCHU Group (including ITOCHU and the Target Company) and Nagashima Ohno & Tsunematsu as its legal advisor, and has since advanced substantive discussions on the Transactions. Subsequently, on April 11, 2025, ITOCHU submitted a proposal (the "Previous Proposal") to the Target Company outlining the details of the Transactions and the measures that ITOCHU intends to implement after the Transactions, and on the same day, received a response from the Target Company indicating that they would establish a system for reviewing, negotiating, and making decisions regarding the Transactions.

Subsequently, ITOCHU, together with the Target Company and the Previous Special Committee (as defined below; the same shall apply hereinafter), commenced concrete discussions and deliberations for the Transactions. Specifically, from late April 2025 to late May 2025, ITOCHU conducted due diligence on the Target Company, and based on the information obtained during the process, ITOCHU further analyzed and examined the significance and feasibility of the Transactions as well as the governance and management policies following the Transactions. Additionally, on May 12, 2025, ITOCHU received a questionnaire from the Previous Special Committee (the "Previous Questionnaire") regarding ITOCHU's views on the Target Company's business characteristics and external environment, the background and purpose of the Transactions, the measures to be implemented after the Transactions and the management policies to be implemented after the Transactions. In response, on May 26, 2025, ITOCHU provided answers in writing to the Previous Special Committee.

However, as the stock price of the Target Company Shares surged sharply since mid-April 2025, despite no information affecting the Target Company's performance being released by either the Target Company or third parties, ITOCHU judged it difficult to continue discussions on the Transactions and notified the Target Company to suspend the discussions regarding the Transactions on June 9, 2025.

ITOCHU continued to monitor market conditions and the Target Company's situation even after notifying the Target Company of the suspension of the discussions for the Transactions. Following this notification, the stock price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange remained stable until the business day immediately preceding November 14, 2025 (the "Date of the News Report on Letter Submission"), when certain media outlets reported that a certain shareholder of the Target Company had submitted a letter to the Target Company proposing the dissolution of the parent-subsidary dual listing structure through privatization of the Target Company Shares (the "News Report on Letter Submission"). During this period, ITOCHU concluded that, for the Target Company to sustain its growth into the future within the food wholesale industry, where domestic and international demand fluctuations, surges in logistics costs and intensification of competition are ongoing, it is increasingly necessary to establish a structure where the Target Company and ITOCHU can integrate and dynamically as well as organically utilize each other's management resources through privatization of the Target Company Shares, enabling the swift implementation of the aforementioned measures. On December 9, 2025, ITOCHU resubmitted the proposal (the "Revised Proposal") to the Target Company, expressing its intention to resume discussions aimed at realizing the Transactions, and on the same day, received a response from the Target Company indicating that they would establish a system for reviewing, negotiating, and making decisions regarding the Transactions.

Following the submission of the Revised Proposal, ITOCHU resumed concrete discussions and deliberations with the Target Company and the Special Committee (as defined below; the same shall apply hereinafter). Specifically, from mid-December 2025 to mid-January 2026, ITOCHU conducted additional due diligence on the Target Company, while simultaneously holding repeated discussions with the Target Company and the Special Committee regarding the background, purpose and structure of the Transactions, as well as the business operations to be implemented after the Transactions. Additionally, on January 8, 2026, ITOCHU responded in writing to a questionnaire received from the Special Committee on December 26, 2025 (the "Questionnaire") regarding ITOCHU's views on the Target Company's business characteristics and external environment, the background and purpose of the Transactions, the measures to be implemented after the Transactions and the management policies to be implemented after the Transactions. Subsequently, on January 9, 2026, ITOCHU provided a detailed explanation and held a Q&A session with the Special Committee regarding the content of the response.

In addition, ITOCHU has conducted several rounds of negotiations with the Target Company and the Special Committee regarding the Tender Offer Price since January 16, 2026. Specifically, ITOCHU comprehensively considered the information obtained through the due diligence conducted by ITOCHU on the Target Company, the initial analysis of the value of the Target Company Shares conducted by Nomura Securities, its financial advisor, based on such information, and the initial analysis of the value of the Target Company Shares conducted by ITOCHU based on such information, and, on January 16, 2026, ITOCHU made a proposal regarding the Transactions (the "Initial Proposal"), which included setting the Tender Offer Price at JPY 9,611. The Tender Offer Price in the Initial Proposal represents (i) a premium of 3.34% (rounded to the second decimal place; the same shall apply hereinafter to the calculation of the rates of premiums and discounts (%)) on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); and (ii) a discount of 15.40% on JPY 11,360, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on January 15, 2026 (the business day immediately preceding January 16, 2026, which is the date on which the Initial Proposal was made). Subsequently, on January 20, 2026, ITOCHU was requested by the Target Company and the Special Committee to reconsider the Tender Offer Price, on the grounds

that the Tender Offer Price was far below a level worth sincerely considering whether to recommend that the Target Company's shareholders tender their shares in the Tender Offer.

In response to such request, ITOCHU, on January 23, 2026, made another proposal to set the Tender Offer Price at JPY 10,046 (representing (i) a premium of 8.02% on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 4.91% on JPY 9,576 (rounded to the nearest whole number; the same shall apply hereinafter to the calculation of the simple average closing price), which was the simple average closing price for the past one month up to the same date; (iii) a premium of 0.00% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 0.41% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a discount of 17.59% on JPY 12,190, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on January 22, 2026 (the business day immediately preceding January 23, 2026, which is the date on which the proposal was made)). Subsequently, on January 27, 2026, ITOCHU was requested by the Target Company and the Special Committee to reconsider the Tender Offer Price, on the grounds that the Tender Offer Price was still far below a level worth sincerely considering whether to recommend that the Target Company's shareholders tender their shares in the Tender Offer.

In response to such request, ITOCHU, on February 2, 2026, made another proposal to set the Tender Offer Price at JPY 10,950 (representing (i) a premium of 17.74% on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 14.35% on JPY 9,576, which was the simple average closing price for the past one month up to the same date; (iii) a premium of 9.00% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 9.45% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a discount of 0.73% on JPY 11,030, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on January 30, 2026 (the business day immediately preceding February 2, 2026, which is the date on which the proposal was made)). Subsequently, on the same day, ITOCHU was requested by the Target Company and the Special Committee to reconsider the Tender Offer Price, on the grounds that the Tender Offer Price was still far below a level worth sincerely considering whether to recommend that the Target Company's shareholders tender their shares in the Tender Offer.

In response to such request, ITOCHU, on February 9, 2026, made another proposal to set the Tender Offer Price at JPY 11,820 (representing (i) a premium of 27.10% on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 23.43% on JPY 9,576, which was the simple average closing price for the past one month up to the same date; (iii) a premium of 17.66% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 18.14% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a discount of 0.51% on JPY 11,880, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on February 6, 2026 (the business day immediately preceding February 9, 2026, which is the date on which the proposal was made)). Subsequently, on the same day, ITOCHU was requested by the Target Company and the Special Committee to reconsider the Tender Offer Price, on the grounds that the Tender Offer Price was far below a level at which they could express an opinion in support of the

Tender Offer and recommend that the Target Company's shareholders tender their shares in the Tender Offer, when considering the intrinsic value of the Target Company and the premium levels in similar cases.

In response to such request, ITOCHU, on February 16, 2026, made another proposal to set the Tender Offer Price at JPY 11,858 (representing (i) a premium of 27.51% on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 23.83% on JPY 9,576, which was the simple average closing price for the past one month up to the same date; (iii) a premium of 18.04% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 18.52% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a discount of 3.44% on JPY 12,280, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on February 13, 2026 (the business day immediately preceding February 16, 2026, which is the date on which the proposal was made)). Subsequently, on the same day, ITOCHU was requested by the Target Company and the Special Committee to significantly increase the Tender Offer Price, on the grounds that it would be difficult to provide an appropriate external explanation to the Target Company's stakeholders, including its general shareholders, given that the Tender Offer Price represented a discount relative to the current stock price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange; and that the Tender Offer Price was far below a level at which they could express an opinion in support of the Tender Offer and recommend that the Target Company's shareholders tender their shares in the Tender Offer, when considering the intrinsic value of the Target Company and the premium levels in similar cases, as well as the recent trends of the stock price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange.

In response to such request, ITOCHU, on February 18, 2026, made another proposal to set the Tender Offer Price at JPY 12,100 (representing (i) a premium of 30.11% on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 26.36% on JPY 9,576, which was the simple average closing price for the past one month up to the same date; (iii) a premium of 20.45% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 20.94% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a premium of 0.33% on JPY 12,060, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on February 17, 2026 (the business day immediately preceding February 18, 2026, which is the date on which the proposal was made)). Subsequently, on February 19, 2026, ITOCHU was requested by the Target Company and the Special Committee to significantly increase the Tender Offer Price, on the grounds that it would be difficult to provide an appropriate external explanation to the Target Company's stakeholders, including its general shareholders, given that the Tender Offer Price represented a discount relative to the current stock price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange; and that the Tender Offer Price was far below a level at which they could express an opinion in support of the Tender Offer and recommend that the Target Company's shareholders tender their shares in the Tender Offer, when considering the intrinsic value of the Target Company, the premium levels in similar cases, and the recent trends of the stock price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange, as well as other factors such as the fact that the Tender Offer Price represented a discount relative to the current market price of the Target Company Shares.

In response to such request, ITOCHU, on February 19, 2026, made another proposal to set the Tender Offer Price at JPY 12,550 (representing (i) a premium of 34.95% on JPY 9,300, which was the closing

price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 31.06% on JPY 9,576, which was the simple average closing price for the past one month up to the same date; (iii) a premium of 24.93% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 25.44% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a premium of 2.78% on JPY 12,210, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on February 18, 2026 (the business day immediately preceding February 19, 2026, which is the date on which the proposal was made)). Subsequently, on February 20, 2026, ITOCHU was requested by the Target Company and the Special Committee to significantly increase the Tender Offer Price, on the grounds that the Tender Offer Price was still below a level at which they could express an opinion in support of the Tender Offer and recommend that the Target Company's shareholders tender their shares in the Tender Offer, when considering the intrinsic value of the Target Company, the premium levels in similar cases, and the recent trends of the stock price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange, as well as other factors such as the premium relative to the current market price of the Target Company Shares on the date of such proposal.

In response to such request, ITOCHU, on February 20, 2026, made another proposal to set the Tender Offer Price at JPY 12,900 (representing (i) a premium of 38.71% on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 34.71% on JPY 9,576, which was the simple average closing price for the past one month up to the same date; (iii) a premium of 28.41% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 28.94% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a premium of 4.28% on JPY 12,370, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on February 19, 2026 (the business day immediately preceding February 20, 2026, which is the date on which the proposal was made)). Subsequently, on the same day, ITOCHU was requested by the Target Company and the Special Committee to further increase the Tender Offer Price, on the grounds that the Tender Offer Price was still below a level at which they could express an opinion in support of the Tender Offer and recommend that the Target Company's shareholders tender their shares in the Tender Offer, when considering the intrinsic value of the Target Company, the premium levels in similar cases, and the recent trends of the stock price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange, as well as other factors such as the premium relative to the current market price of the Target Company Shares on the date of such proposal.

In response to such request, ITOCHU, on February 22, 2026, made another proposal to set the Tender Offer Price at JPY 12,960 (representing (i) a premium of 39.35% on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 35.34% on JPY 9,576, which was the simple average closing price for the past one month up to the same date; (iii) a premium of 29.01% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 29.54% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a premium of 8.72% on JPY 11,920, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on February 20, 2026 (the business day immediately preceding February 22, 2026, which is the date on which the proposal was made)). Subsequently, on February 23, 2026, ITOCHU was requested by the Target Company and the Special Committee to further increase the Tender Offer Price,

on the grounds that the Tender Offer Price was still below a level at which they could express an opinion in support of the Tender Offer and recommend that the Target Company's shareholders tender their shares in the Tender Offer, when considering the intrinsic value of the Target Company, the premium levels in similar cases, and the recent trends of the stock price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange, as well as other factors such as the premium relative to the current market price of the Target Company Shares on the date of such proposal.

In response to such request, ITOCHU, on February 24, 2026, made another proposal to set the Tender Offer Price at JPY 13,000 (representing (i) a premium of 39.78% on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 35.76% on JPY 9,576, which was the simple average closing price for the past one month up to the same date; (iii) a premium of 29.40% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 29.94% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a premium of 9.06% on JPY 11,920, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on February 20, 2026 (the business day immediately preceding February 24, 2026, which is the date on which the proposal was made)). Subsequently, on the same day, ITOCHU was requested by the Target Company and the Special Committee to reconsider the Tender Offer Price, on the grounds that although the Tender Offer Price was above the all-time high of JPY 12,960 for the Target Company Shares, it needed to be reconsidered to ensure the interests of the general shareholders, considering the market price trends of the Target Company Shares during the morning session on the Prime Market of the Tokyo Stock Exchange on the same day.

In response to such request, ITOCHU, on February 24, 2026, determined that the Tender Offer Price of JPY 13,000 represented the maximum feasible price it could propose and further increasing the Tender Offer Price was difficult. Therefore, ITOCHU responded to set the Tender Offer Price at JPY 13,000 (representing (i) a premium of 39.78% on JPY 9,300, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on November 13, 2025 (the business day immediately preceding the Date of the News Report on Letter Submission); (ii) a premium of 35.76% on JPY 9,576, which was the simple average closing price for the past one month up to the same date; (iii) a premium of 29.40% on JPY 10,046, which was the simple average closing price for the past three months up to the same date; (iv) a premium of 29.94% on JPY 10,005, which was the simple average closing price for the past six months up to the same date; and (v) a premium of 9.06% on JPY 11,920, which was the closing price of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange on February 20, 2026 (the business day immediately preceding February 24, 2026, which is the date on which the proposal was made)). Thereafter, on the same day, ITOCHU received a response from the Target Company and the Special Committee stating that, as a result of careful deliberations involving external advisors, they had reached the conclusion to accept the Tender Offer Price.

Based on the above developments, ITOCHU concluded that taking the Target Company Shares private with the Tender Offeror Parties as the sole shareholders would enhance the corporate value of the entire ITOCHU Group. Consequently, on February 25, 2026, the Tender Offeror Parties decided to implement the Tender Offer as part of the Transactions, setting the Tender Offer Price at JPY 13,000.

In addition, the Tender Offeror Parties have decided that the Tender Offer will be conducted with the Tender Offeror as the purchaser in order to consider a wide range of options regarding the capital and management structure of the Target Company after it goes private following the completion of the Tender Offer. The

future capital structure of the Target Company and the ownership ratios of the Target Company Shares held by ITOCHU and the Tender Offeror are currently undetermined but will be considered based on the results of the Tender Offer.

(ii) Target Company's decision-making process and reasons

a. Background to the establishment of the previous review system

According to the Target Company's Press Release, on April 11, 2025, the Target Company received the Previous Proposal from ITOCHU, the Tender Offeror's parent company, and on the same day, the Target Company responded to ITOCHU that establish a system for considering, negotiating, and making decisions regarding the Transactions (hereinafter, the review conducted by the Target Company regarding the Transactions after the receipt of the Previous Proposal until early June 2025 is referred to as the "Previous Review").

In response, in deliberating the Transactions and in consulting and negotiating with ITOCHU regarding the Transactions, given that ITOCHU is the Target Company's controlling shareholder (a parent company), that the Transactions, including the Tender Offer, constitutes a material transaction with a controlling shareholder, and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, the Target Company took the following measures to eliminate arbitrariness in the decision-making process for the Transactions and to ensure the fairness and transparency of the Transactions: in mid-April 2025, the Target Company appointed Anderson Mori & Tomotsune as its legal advisor, and SMBC Nikko Securities Inc. ("SMBC Nikko Securities") as its financial advisor, both of which are independent of the ITOCHU Group, excluding the Tender Offeror and the Target Company Group (collectively with the Tender Offeror, the "Tender Offeror-Related Parties"), as well as of the Target Company Group, and in early May 2025, the Target Company appointed Tokyo Kyodo Accounting Office as its third-party valuator independent of the Tender Offeror-Related Parties and the Target Company Group. In order to ensure the fairness of the Transactions, based on the advice of such advisors, the Target Company immediately started to establish a system to review, negotiate and make a decision on the Transactions from a standpoint independent of the Tender Offeror-Related Parties, and from the perspective of enhancing the corporate value of the Target Company and securing the interests of the Target Company's general shareholders. Specifically, as stated in "a. Background to the establishment of the previous review system", "(D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee", "(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)", "(ii) Background of calculation", "(4) Background of calculation of price for purchase, etc." in "3. Outline of Purchase, etc." below, the Target Company established a special committee (the "Previous Special Committee") consisting of Mr. Yasuyuki Miyasaka, Ms. Takako Okuda, and Ms. Kaoru Chujo, all of whom are Outside Directors and Independent Officers of the Target Company, by resolution of the extraordinary board of directors meeting held on April 21, 2025. On April 21, 2025, the Target Company's board of directors consulted with the Previous Special Committee on (i) whether the purpose of the Transactions is considered reasonable (including whether the Transactions would contribute to enhancing the Target Company's corporate value); (ii) whether the fairness and appropriateness of the terms and conditions of the Transactions (including the Tender Offer Price) are ensured; (iii) whether the fairness of the procedures regarding the Transactions is ensured; (iv) based on (i) through (iii) above, whether the Transactions are considered not disadvantageous or unfair to the Target Company's minority shareholders (general shareholders); and (v) whether the Target Company's board of directors should express an opinion in favor of the Tender Offer and recommend that the shareholders of the Target Company tender their

shares in the Tender Offer (collectively, the “Previous Consultation Matters”). Furthermore, in establishing the Previous Special Committee, the Target Company’s board of directors resolved that the decision of the Target Company’s board of directors regarding the Transactions would be made with the utmost respect for the judgments made by the Previous Special Committee, and in particular, if the Previous Special Committee determined that the terms and conditions of the Transactions were not appropriate, the Target Company’s board of directors would not support the Transactions. In addition, the Target Company’s board of directors resolved that the Target Company would authorize the Previous Special Committee to: (i) be substantially involved in the process of negotiating the terms and conditions of by, for example, confirming in advance the policies for negotiating the Tender Offer Price and other terms and conditions of the Transactions, receiving timely reports on the situation of the negotiations, expressing opinions in important aspects, and issuing instructions and making requests; (ii) approve (including ex-post facto approval) the Target Company’s financial advisor, third-party valuator, and legal advisor (the “Advisors”); (iii) appoint its own Advisors, as necessary, in providing its report on the Previous Consultation Matters; and (iv) receive information necessary to consider and make judgments concerning the Transactions from the Target Company’s officers and employees and such other persons as the Previous Special Committee deemed necessary (for the method of resolving at the board of directors meeting, please see “a. Background to the establishment of the previous review system”, “(D) Decision-making process leading to and reasons for the Target Company’s opinion in favor of the Tender Offer”, “(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)”, “(ii) Background of calculation”, “(4) Background of calculation of price for purchase, etc.” in “3. Outline of Purchase, etc.” below).

Please note that on April 28, 2025, based on the above authority, the Previous Special Committee decided to appoint Bengoshi Hojin Kitahama Houritsu Jimusho (“Kitahama Partners”) as its own legal advisor, and PLUTUS CONSULTING Co., Ltd. (“Plutus Consulting”) as its own financial advisor and third-party valuator, both of which are independent of the Tender Offeror-Related Parties and the Target Company Group.

In addition, at a meeting of the Previous Special Committee, the Target Company received approval for the appointment of Anderson Mori & Tomotsune, the Target Company’s legal advisor, SMBC Nikko Securities, the Target Company’s financial advisor, and Tokyo Kyodo Accounting Office, the Target Company’s third-party valuator, after it was confirmed that there were no issues with their independence from the Tender Offeror-Related Parties and the Target Company Group as well as their expertise and track record.

Furthermore, the Target Company established a system within the Target Company to deliberate, negotiate, and make decision on the Transactions (including the scope of officers and employees of the Target Company who would be involved in deliberations, negotiations, and decisions on the Transactions, and their duties) from a standpoint independent of the Tender Offeror-Related Parties, and obtained the approval of the Previous Special Committee that there were no issues with such review system from the viewpoint of independence and fairness.

As outlined in “c. Background of review and negotiations” below, although the Previous Special Committee engaged in deliberation regarding the Transactions, on June 9, 2025, upon receiving notification from ITOCHU of its decision to discontinue discussions related to the Transactions, the Target Company ended the Previous Review and dissolved the Previous Special Committee.

b. Background to the establishment of the current review system

On December 9, 2025, following the conclusion of the Previous Review, the Target Company received the Revised Proposal from ITOCHU, the parent company of the Tender Offeror, and decided to reconsider the Transactions. In deliberating the Transactions and in consulting and negotiating with ITOCHU regarding the Transactions, given that ITOCHU is the Target Company's controlling shareholder (parent company), that the "Matters to be Observed Pertaining to MBOs, etc." as set forth in Rule 441 of the Tokyo Stock Exchange's Securities Listing Regulations are applicable to the Transactions, including the Tender Offer, and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, the Target Company took the following measures to eliminate arbitrariness in the decision-making process for the Transactions and to ensure the fairness and transparency of the Transactions: in mid-December 2025, the Target Company appointed Anderson Mori & Tomotsune as its legal advisor, SMBC Nikko Securities as its financial advisor, and Tokyo Kyodo Accounting Office as its third-party valuator, all of which are independent of the Tender Offeror-Related Parties and the Target Company Group. In order to ensure the fairness of the Transactions, based on the advice of such advisors, the Target Company immediately started to establish a system to review, negotiate and make a decision on the Transactions from a standpoint independent of the Tender Offeror-Related Parties, and from the perspective of enhancing the corporate value of the Target Company and securing the interests of the Target Company's general shareholders. Specifically, as stated in "b. Background to the establishment of the current review system", "(D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee", "(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)", "(ii) Background of calculation", "(4) Background of calculation of price for purchase, etc." in "3. Outline of Purchase, etc." below, the Target Company has established a special committee (the "Special Committee") consisting of Mr. Yasuyuki Miyasaka (certified public accountant; Head, Yasuyuki Miyasaka Certified Public Accountant Office; and Outside Member of Audit & Supervisory Board, Resonac Holdings Corporation), Ms. Takako Okuda (External Statutory Auditor, MTI Ltd.), and Ms. Kaoru Chujo (President and Representative Director, SoW Insight Co., Ltd.; Outside Director, Foster Electric Company, Limited; and Outside Director, Mitsubishi UBE Cement Corporation), all of whom are Outside Directors and Independent Officers of the Target Company, by resolution of the extraordinary board of directors meeting held on December 19, 2025 (for details of the process of consideration and decision by the Special Committee, please see "(D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee", "(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)", "(ii) Background of calculation", "(4) Background of calculation of price for purchase, etc." in "3. Outline of Purchase, etc." below). On December 19, 2025, the Target Company's board of directors consulted with the Special Committee on (i) whether the purpose of the Transactions is legitimate and reasonable (including whether the Transactions contribute to enhancing the Target Company's corporate value); (ii) whether the fairness and appropriateness of the terms and conditions of the Transactions (including the Tender Offer Price) are ensured; (iii) whether the fairness of the procedures regarding the Transactions is ensured; (iv) based on (i) through (iii) above, whether the Transactions are considered fair to the Target Company's general shareholders; and (v) whether the Target Company's board of directors should express an opinion in favor of the Tender Offer and recommend that the shareholders of the Target Company tender their shares in the Tender Offer (collectively, the "Consultation Matters"). Furthermore, in establishing the Special Committee, the Target Company's board of directors has resolved that the decision of the Target Company's board of directors regarding the Transactions will be made with the utmost respect for the judgments made by the Special Committee, and in particular, if the Special Committee determines that the terms and conditions of the Transactions are not appropriate, the Target Company's board of directors will

not support the Transactions. In addition, the Target Company's board of directors has resolved that the Target Company will authorize the Special Committee to: (i) be substantially involved in the process of negotiating the terms and conditions of by, for example, confirming in advance the policies for negotiating the Tender Offer Price and other terms and conditions of the Transactions, receiving timely reports on the situation of the negotiations, expressing opinions in important aspects, and issuing instructions and making requests; (ii) approve (including ex-post facto approval) the Advisors; (iii) appoint its own Advisors, as necessary, in providing its report on the Consultation Matters; and (iv) receive information necessary to consider and make judgments concerning the Transactions from the Target Company's officers and employees and such other persons as the Special Committee deems necessary (for the method of resolving at the board of directors meeting, please see "b. Background to the establishment of the current review system", "(D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee", "(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)", "(ii) Background of calculation", "(4) Background of calculation of price for purchase, etc." in "3. Outline of Purchase, etc." below). Considering that the substance of the Transactions that was the subject of consultation at the Previous Special Committee and the substance of the Transactions that is the subject of consultation at the Special Committee are the same in their main respects, that the members of the Previous Special Committee and the Special Committee are the same, and that only approximately six months have passed since the dissolution of the Previous Special Committee to the establishment of the Special Committee, it was decided that the Target Company and the Special Committee should conduct their deliberations while also referring to the substance of the Previous Review.

As stated in "(D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee", "(Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer)", "(ii) Background of calculation", "(4) Background of calculation of price for purchase, etc." in "3. Outline of Purchase, etc." below, on December 19, 2025, based on the above authority, the Special Committee decided to appoint Kitahama Partners as its own legal advisor, and Plutus Consulting as its own financial advisor and third-party valuator, both of which are independent of the Tender Offeror-Related Parties and the Target Company Group.

Additionally, as described in "(D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee", "(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)", "(ii) Background of calculation", "(4) Background of calculation of price for purchase, etc." in "3. Outline of Purchase, etc." below, at a meeting of the Special Committee, the Target Company received approval for the appointment of Anderson Mori & Tomotsune, the Target Company's legal advisor, SMBC Nikko Securities, the Target Company's financial advisor, and Tokyo Kyodo Accounting Office, the Target Company's third-party valuator, after it was confirmed that there are no issues with their independence from the Tender Offeror-Related Parties and the Target Company Group as well as their expertise and track record.

Furthermore, as described in "(G) Establishment of an independent review system in the Target Company", "(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)", "(ii) Background of calculation", "(4) Background of calculation of price for purchase, etc." in "3. Outline of Purchase, etc." below, the Target Company has established a system within the Target Company to deliberate, negotiate, and make decision on the Transactions (including the scope of officers and employees of the Target Company who will be involved

in deliberations, negotiations, and decisions on the Transactions, and their duties) from a standpoint independent of the Tender Offeror-Related Parties, and has obtained the approval of the Special Committee that there are no issues with such review system from the viewpoint of independence and fairness.

c. Background of review and negotiations

The Target Company established the respective systems prior to completing the Previous Review in early June 2025 (as described in “a. Background to the establishment of the previous review system” above), and in reviewing the Transactions (as described in “b. Background to the establishment of the current review system” above). Based on this, and with the advice of Anderson Mori & Tomotsune, SMBC Nikko Securities, and Tokyo Kyodo Accounting Office, the Target Company has carefully discussed and reviewed the merits or demerits of the Transactions and the appropriateness of the terms and conditions of the Transactions, while giving the utmost respect for the substance of the Special Committee’s opinion.

Additionally, since receiving the Previous Proposal from ITOCHU on April 11, 2025, the Target Company and the Previous Special Committee have engaged in continuous discussions with ITOCHU regarding the terms and conditions of the Transactions, including the Tender Offer Price. Specifically, on May 25, 2025, the Previous Special Committee asked a set of questions to ITOCHU through the Previous Questionnaire, and on May 26, 2025, received written responses from ITOCHU regarding those questions. During the Previous Review, the Company did not receive a specific proposal for the Tender Offer Price from ITOCHU, and the Target Company did not negotiate with ITOCHU regarding the terms and conditions of the Transactions, including the Tender Offer Price.

Later on June 9, 2025, the Target Company received notification from ITOCHU that it would discontinue discussions regarding the Transactions. Accordingly, the Target Company concluded the Previous Review and dissolved the Previous Special Committee.

Subsequently, the Target Company received the Revised Proposal from ITOCHU on December 9, 2025, and decided to reconsider the Transactions.

Afterwards, on December 26, 2025, the Special Committee asked a set of questions to ITOCHU through the Questionnaire, and on January 8, 2026, it received written responses to the questions from ITOCHU. Furthermore, at a meeting of the Special Committee held on January 9, 2026, the Target Company and the Special Committee conducted a Q&A session with ITOCHU regarding the responses to the questions.

Since January 16, 2026, the Target Company and the Special Committee have conducted several rounds of negotiations with ITOCHU regarding the Tender Offer Price. Specifically, on January 16, 2026, the Target Company received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 9,611 (representing a discount of 15.40% on the closing price of the Target Company Shares of JPY 11,360 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a discount of 15.79% on the simple average closing price of JPY 11,413 for the most recent one month up to the same date; a discount of 7.86% on the simple average closing price of JPY 10,431 for the most recent three months up to the same date; and a discount of 7.03% on the simple average closing price of JPY 10,338 for the most recent six months up to the same date). However, on January 20, 2026, the Target Company and the Special Committee informed ITOCHU that the proposed price was far below a level that would warrant serious consideration of whether to recommend tendering of shares and requested a reconsideration of the Tender Offer Price. Thereafter, on January 23, 2026, the Target Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 10,046 (representing a discount of 17.59% on the closing price of the Target Company Shares of

JPY 12,190 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a discount of 12.96% on the simple average closing price of JPY 11,542 for the most recent one month up to the same date; a discount of 5.39% on the simple average closing price of JPY 10,618 for the most recent three months up to the same date; and a discount of 3.64% on the simple average closing price of JPY 10,425 for the most recent six months up to the same date). However, on January 27, 2026, the Target Company and the Special Committee informed ITOCHU that they believed that the proposed price was still far short of a level that would warrant serious consideration of whether to recommend tendering of shares and requested a reconsideration of the Tender Offer Price. Thereafter, on February 2, 2026, the Target Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 10,950 (representing a discount of 0.73% on the closing price of the Target Company Shares of JPY 11,030 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a discount of 5.30% on the simple average closing price of the Target Company Shares of JPY 11,563 for the most recent one month up to the same date; a premium of 1.50% over the simple average closing price of JPY 10,788 for the most recent three months up to the same date; and a premium of 4.34% over the simple average closing price of JPY 10,495 for the most recent six months up to the same date). However, on February 2, 2026, the Target Company and the Special Committee informed ITOCHU that they believed that the proposed price was still far short of a level that would warrant serious consideration of whether to recommend tendering of shares and requested a reconsideration of the Tender Offer Price.

Subsequently, on February 9, 2026, the Target Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 11,820 (representing a discount of 0.51% on the closing price of the Target Company Shares of JPY 11,880 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 2.09% over the simple average closing price of JPY 11,578 for the most recent one month up to the same date; a premium of 7.97% over the simple average closing price of JPY 10,947 for the most recent three months up to the same date; and a premium of 12.07% over the simple average closing price of JPY 10,547 for the most recent six months up to the same date). However, on February 9, 2026, the Target Company and the Special Committee informed ITOCHU that they believed that the proposed price was still far short of a level that would warrant an expression of support for the Tender Offer and a recommendation to tender shares,, considering the Target Company's intrinsic value and the premium levels, and in comparable transactions requested a reconsideration of the Tender Offer Price.

Thereafter, on February 16, 2026, the Target Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 11,858 (representing a discount of 3.44% on the closing price of the Target Company Shares of JPY 12,280 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 1.46% over the simple average closing price of JPY 11,687 for the most recent one month up to the same date; a premium of 6.37% over the simple average closing price of JPY 11,148 for the most recent three months up to the same date; and a premium of 11.99% over the simple average closing price of JPY 10,588 for the most recent six months up to the same date). However, on February 16, 2026, the Target Company and the Special Committee informed ITOCHU that the proposed price was a discount to the current market price of the Target Company Shares and that they believed that it would be difficult to provide a proper external explanation to the Target Company's stakeholders, including general shareholders of the Target Company. The Target Company and the Special Committee also informed ITOCHU that they believe that the proposal price was still far short of a level that would warrant the expression of an opinion in support of the Tender Offer and the recommendation of tendering, considering the Target Company's intrinsic value,

the premium levels in comparable transactions and recent development of the market price of the Target Company Shares, and requested a substantial increase in the Tender Offer Price.

Thereafter, on February 18, 2026, the Target Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 12,100 (representing a premium of 0.33% on the closing price of the Target Company Shares of JPY 12,060 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 2.86% over the simple average closing price of JPY 11,764 for the most recent one month up to the same date; a premium of 8.02% over the simple average closing price of JPY 11,202 for the most recent three months up to the same date; and a premium of 13.97% over the simple average closing price of JPY 10,617 for the most recent six months up to the same date). However, on February 19, 2026, the Target Company and the Special Committee informed ITOCHU that the proposed price was a discount to the current market price of the Target Company Shares and that they believed that it would be difficult to provide a proper external explanation to the Target Company's stakeholders, including general shareholders of the Target Company. The Target Company and the Special Committee also informed ITOCHU that they believe that the proposal price was still far short of a level that would warrant the expression of an opinion in support of the Tender Offer and the recommendation of tendering, considering the Target Company's intrinsic value, the premium levels in comparable transactions, recent development of the market price of the Target Company Shares and the fact that the proposed price was a discount to the current market price of the Target Company Shares, and requested a substantial increase in the Tender Offer Price.

Thereafter, on February 19, 2026, the Target Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 12,550 (representing a premium of 2.78% on the closing price of the Target Company Shares of JPY 12,210 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 6.49% over the simple average closing price of JPY 11,785 for the most recent one month up to the same date; a premium of 11.69% over the simple average closing price of JPY 11,236 for the most recent three months up to the same date; and a premium of 18.05% over the simple average closing price of JPY 10,631 for the most recent six months up to the same date). However, on February 20, 2026, the Target Company and the Special Committee informed ITOCHU that they believed that the proposal price was still far short of a level that would warrant the expression of an opinion in support of the Tender Offer and the recommendation of tendering, considering the Target Company's intrinsic value, the premium levels in comparable transactions, recent development of the market price of the Target Company Shares, and premium to the current market price of the Target Company Shares, and requested a substantial increase in the Tender Offer Price on the date of such proposal.

Thereafter, on February 20, 2026, the Target Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 12,900 (representing a premium of 4.28% on the closing price of the Target Company Shares of JPY 12,370 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 9.32% over the simple average closing price of JPY 11,800 for the most recent one month up to the same date; a premium of 14.44% over the simple average closing price of JPY 11,272 for the most recent three months up to the same date; and a premium of 21.17% over the simple average closing price of JPY 10,646 for the most recent six months up to the same date). However, on February 20, 2026, the Target Company and the Special Committee informed ITOCHU that they believed that the proposal price was still far short of a level that would warrant the expression of an opinion in support of the Tender Offer and the recommendation of tendering, considering the Target Company's intrinsic value, the premium levels in comparable transactions, recent development of the market price of the Target Company Shares, and

premium to the current market price of the Target Company Shares, and requested further increase in the Tender Offer Price on the date of such proposal.

Thereafter, on February 22, 2026, the Target Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 12,960 (representing a premium of 8.72% on the closing price of the Target Company Shares of JPY 11,920 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 10.09% over the simple average closing price of JPY 11,772 for the most recent one month up to the same date; a premium of 14.65% over the simple average closing price of JPY 11,304 for the most recent three months up to the same date; and a premium of 21.63% over the simple average closing price of JPY 10,655 for the most recent six months up to the same date). However, on February 23, 2026, the Target Company and the Special Committee informed ITOCHU that they believed that the proposal price was still far short of a level that would warrant the expression of an opinion in support of the Tender Offer and the recommendation of tendering, considering the Target Company's intrinsic value, the premium levels in comparable transactions, recent development of the market price of the Target Company Shares, and premium level to the current market price of the Target Company Shares, and requested further increase in the Tender Offer Price.

Thereafter, on February 24, 2026, the Target Company and the Special Committee received a proposal for the Transactions, which included setting the Tender Offer Price at JPY 13,000 (representing a premium of 9.06% on the closing price of the Target Company Shares of JPY 11,920 on the Prime Market of the Tokyo Stock Exchange as of the immediately preceding business day; a premium of 10.43% over the simple average closing price of JPY 11,772 for the most recent one month up to the same date; a premium of 15.00% over the simple average closing price of JPY 11,304 for the most recent three months up to the same date; and a premium of 22.01% over the simple average closing price of JPY 10,655 for the most recent six months up to the same date), stating that the proposal price is the final proposal and it represents the maximum price that ITOCHU is able to propose. However, on February 24, 2026, the Target Company and the Special Committee requested that ITOCHU reconsider the Tender Offer Price, taking into account the market price movement of the Target Company during the morning trading session of that day, in order to further consider the interests of general shareholders.

Thereafter, on February 24, 2026, the Target Company and the Special Committee were informed that it would be difficult to further raise the final proposed price of JPY 13,000.

As a result, on February 24, 2026, the Target Company and the Special Committee responded to ITOCHU that they would accept the Tender Offer Price of JPY 13,000.

In the course of the above review and negotiations, the Target Company considered the opinions heard from the Special Committee as well as advice from Anderson Mori & Tomotsune, SMBC Nikko Securities, and Tokyo Kyodo Accounting Office in its discussions and negotiations with ITOCHU regarding the Tender Offer Price. At that time, the Special Committee received advice from Kitahama Partners and Plutus Consulting, the advisors to the Special Committee, as needed, and exchanged opinions with the Target Company and its advisors, and has given confirmations and approvals, as appropriate. Specifically, the Special Committee confirmed and approved in advance the reasonableness of the substance, material assumptions, and the process of preparation of the Target Company's business plan (the "Business Plan"), which would constitute the basis for the valuation of the Target Company Shares by Tokyo Kyodo Accounting Office and Plutus Consulting. In addition, SMBC Nikko Securities, the Target Company's financial advisor, has negotiated with ITOCHU in accordance with the negotiation policy determined upon deliberation by the Special Committee in advance. Upon receipt of each proposal from ITOCHU regarding

the Tender Offer Price, SMBC Nikko Securities immediately reported to the Special Committee, and received opinions, instructions, requests, etc. from the Special Committee regarding the policy of negotiation with ITOCHU and other matters, and acted in accordance with such opinions, instructions, requests, etc.

On February 24, 2026, the Target Company received a written report (the “Report”) from the Special Committee to the effect that (i) the Transactions will contribute to the enhancement of the Target Company’s corporate value and the purpose of the Transactions is considered to be legitimate and reasonable; (ii) the fairness and reasonableness of the terms of the Transactions (including the Tender Offer Price) are considered to be ensured; (iii) the fairness of the procedures for the Transactions is considered to be ensured; (iv) based on (i) through (iii) above, the Transactions are considered fair to the Target Company’s general shareholders; and (v) it is considered appropriate for the Target Company’s board of directors to express its opinion in favor of the Tender Offer and to recommend that the Target Company’s shareholders tender in the Tender Offer. Please note that on February 24, 2026, the Special Committee received from Plutus Consulting a share valuation report concerning the Target Company Shares (the “Share Valuation Report (Plutus Consulting)”) and a fairness opinion (the “Fairness Opinion”) stating that the Tender Offer Price of JPY 13,000 per share is considered fair to the Target Company’s general shareholders from a financial point of view (for the outline of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion, please see “(D) Procurement by the special committee of a share valuation report and fairness opinion from an independent third-party valuator”, “(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)”, “(ii) Background of calculation”, “(4) Background of calculation of price for purchase, etc.” in “3. Outline of Purchase, etc.” below).

d. Determinations

In light of this background, the Target Company carefully discussed and evaluated at its board of directors meeting held today whether the Transactions, including the Tender Offer, would contribute to enhancing the Target Company’s corporate value and whether the terms and conditions of the Transactions, including the Tender Offer Price, are appropriate, based on legal advice from Anderson Mori & Tomotsune, advice from SMBC Nikko Securities, advice from Tokyo Kyodo Accounting Office, the content of the share valuation report pertaining to the Target Company Shares received from Tokyo Kyodo Accounting Office on February 24, 2026 (the “Share Valuation Report (Tokyo Kyodo Accounting Office)”), and the contents of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion obtained by the Special Committee from Plutus Consulting on February 24, 2026, while respecting to the maximum extent the Special Committee’s determinations stated in the Report.

As a result, as described below, the Target Company reached the conclusion that taking the Target Company Shares private through the Transactions, including the Tender Offer by the Tender Offeror, will maximize the value provided in all transactions, including those with retail customers and manufacturers as suppliers, thereby contributing to the enhancement of the Company's corporate value.

(a) Streamlining logistics and enhancing capabilities

The Target Company recognizes that, in the “logistics” field, the industry as a whole faces challenges such as reducing waiting times for loading/unloading and improving truck loading efficiency. Although addressing these challenges will require a collective effort across the food distribution industry, the business partners and logistics network of Target Company alone are limited. Therefore, by making ITOCHU the hub for collaboration, it would be possible to collaborate with business partners that both

companies have and establish strong supply chains through providing valuable logistics services to business partners. In addition, while the Target Company is focusing on strengthening its handling of frozen and chilled temperature-controlled products to enhance its product lineup, establishing an appropriate cold chain remains a challenge. The Target Company believes that by strengthening collaboration in “logistics” with ITOCHU as the hub, an appropriate cold chain can be established, which will lead to the expansion of the Target Company’s low-temperature business.

(b) Enhancing retail media capabilities

As part of its initiatives in the “information” field, the Target Company has been working to expand its digital signage capabilities. The Target Company believes that by leveraging ITOCHU’s expertise and resources, which have been cultivated through the provision of broad-based and flexible DX consulting services and other services that are tailored to clients, particularly in consumer goods sector, in collaboration with major management consulting firms, to provide further added value to the Target Company’s business partners, it can differentiate itself from competitors in the food wholesale business in aspects beyond transaction prices, thereby securing a competitive advantage.

(c) Strengthening product development capabilities

In the “product development” field, the Target Company has focused on developing unique, high-value-added products, including “Tomin Fruits” (rapidly frozen domestic fruits meeting strict quality standards) and “Tomin Frozen Sake” (bottled unpasteurized sake rapidly frozen after bottling at the brewery), and other special event products. By leveraging “FOODATA,” a DX support service developed by ITOCHU that performs market and consumer analysis by cross-referencing “product data” (covering taste, nutrition, ingredients, and other factors concerning food products) with “consumer data” (covering ID-POS (marketing data that combines purchase transaction data and customer attributes), awareness, user reviews, and other factors), as well as ITOCHU’s extensive network, for product development, it would be possible to conduct product development based on objective data, thereby further strengthening capabilities for consumer-centric product development to meet retailers’ needs.

Although the Target Company is currently a subsidiary of ITOCHU, it operates independently as a listed company. Consequently, its collaboration with the ITOCHU Group has been limited. However, the Target Company believes that the Transactions will further strengthen its collaboration with the ITOCHU Group, enabling it to achieve the abovementioned measures.

In this regard, the Target Company also reviewed the dyssynergies of the privatization of the Target Company Shares. The Target Company recognizes the possibility that the privatization of the Target Company Shares through the potential adverse effects on business relationships with its existing shareholders who are business partners, other than ITOCHU, resulting from the dissolution of capital ties with such shareholder business partners. However, given the strong relationships of trust that have been built through many years of business history, the Target Company believes that the possibility of losing business relationships after the Transactions is limited, and that any adverse effects would be minimal.

In addition, the Target Company recognizes that the privatization of the Target Company Shares through the Transactions may potentially lower the motivation of some employees who joined the Target Company attracted by its status as a listed company. However, the Target Company is confident that employees will understand that the delisting of the Target Company Shares through the Transactions will contribute to enhancing the Target Company’s corporate value. The Target Company has also received a statement from ITOCHU that it intends to retain the Target Company’s employees and respect the Target

Company's current policies regarding their treatment and other personnel matters even after the Transactions. Therefore, the Target Company believes that the privatization of the Target Company Shares through the Transactions will be calmly accepted by employees.

The Target Company has also determined that the Tender Offer Price and other terms and conditions of the Tender Offer are appropriate, and that the Tender Offer provides the shareholders of the Target Company with an opportunity to sell their Target Company Shares under reasonable terms and conditions, due to the following reasons.

- (a) Of the results of the valuation of the Target Company Shares by Tokyo Kyodo Accounting Office as described in “(B) Procurement by the Target Company of a share valuation report from an independent third-party valuator”, (Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer)”, “(ii) Background of calculation”, “(4) Background of calculation of price for purchase, etc.” in “3. Outline of Purchase, etc.” below, the Tender Offer Price exceeds the upper limit of the range calculated under the average market share price method, exceeds the upper limit of the range calculated under the comparable listed company method, and falls within the range calculated under the discounted cash flow method (the "DCF method"), exceeding its median value (JPY 12,463)
- (b) Of the results of the valuation of the Target Company Shares by Plutus Consulting as described in “(E) Procurement by the special committee of a share valuation report and a fairness opinion from an independent third-party valuator”,(Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer)”, “(ii) Background of calculation”, “(4) Background of calculation of price for purchase, etc.” in “3. Outline of Purchase, etc.” below, the Tender Offer Price exceeds the upper limit of the range calculated under the average market share price method, falls within the range calculated under the comparable listed company method, and falls within the range calculated under the DCF method. In addition, as described in “(E) Procurement by the special committee of a share valuation report and a fairness opinion from an independent third-party valuator”, (Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)”, “(ii) Background of calculation”, “(4) Background of calculation of price for purchase, etc.” in “3. Outline of Purchase, etc.” below, the Special Committee has obtained the Fairness Opinion from Plutus Consulting, which states that, from a financial perspective, it considers that the Tender Offer Price of JPY 13,000 per share is fair for the general shareholders of the Target Company.
- (c) The Tender Offer Price of JPY 13,000 represents a premium of 7.62% over the closing price of the Target Company Shares of JPY 12,080 on the Prime Market of the Tokyo Stock Exchange as of February 24, 2026, which is the business day immediately preceding the announcement date of the implementation of the Tender Offer; a premium of 10.62% over the simple average closing price of JPY 11,752 for the most recent one month up to the same date; a premium of 14.67% over the simple average closing price of JPY 11,337 for the most recent three months up to the same date; and a premium of 21.87% over the simple average closing price of JPY 10,667 for the most recent six months up to the same date , meaning that a certain level of premium has been added.; and In addition, the premium attached to the Tender Offer Price based on the reference date of February 24, 2026, the business day immediately preceding the announcement date of the implementation of the Tender Offer, cannot necessarily be considered high when compared to the premium levels in the Reference Cases (Note) (the median premium in the Reference Cases (Note) is 30.24% over the closing price on the business day immediately preceding the announcement date, 32.15% over the simple average

closing price for the one month prior to the announcement, 35.42% over to the simple average closing price for the three months prior to the announcement, and 34.90% over the simple average closing price for the six months prior to the announcement). In this regard, the Company's market price had fluctuated in the JPY 9,000 yen range from October 7, 2025 until November 13, 2025, immediately prior to the announcement of the News Report on Letter Submission. It then surged sharply on November 14, 2025, when the News Report on Letter Submission was made (specifically, it fluctuated by an amount equivalent to approximately 16% of the previous day's closing price (JPY 1,500; the difference between the closing price of JPY 9,300 on November 13, 2025 and the closing price of JPY 10,800 on November 14, 2025) in a single day). Despite no subsequent disclosure by the Company of any information that would significantly impact its market price, the Company's market price continued to trend upward with high volatility. On January 20, 2026, the Company's market price reached its all-time high since listing (closing price: JPY 12,550; intraday high: JPY 12,960). Given this situation, the movement of the Company's share price following the News Report on Letter Submission may have been influenced by stock market factors that are difficult to reasonably explain solely by the Company's business performance or disclosed information, when compared to past movements in its market stock price. The Tender Offer Price represents a premium of 39.78% over the closing price of JPY 9,300 yen on the Prime Market of the Tokyo Stock Exchange as of November 13, 2025, immediately prior to the News Report on Letter Submission; a premium of 35.76% over the simple average closing price of JPY 9,576 yen for the most recent one month up to the same date; and a premium of 29.40% over the simple average closing price of JPY 10,046 for the most recent three months up to the same date; and a premium of 29.94% over the simple average closing price of JPY 10,005 for the most recent six months up to the same date; and the premium based on the reference date of November 13, 2025, immediately prior to the announcement of this letter, is at a level comparable to the Reference Cases.

- (Note) "Reference Cases" are cases cited by the Company as similar precedents, published between June 28, 2019, when the Ministry of Economy, Trade and Industry's "Fair M&A Guidelines" were announced, and January 31, 2026, where the target company recommended that shareholders tender their shares in the tender offer and the tender offer was successfully completed. Specifically, they refer to 16 cases of tender offers by parent companies to make listed subsidiaries with a market capitalization of JPY 100 billion or more, and a PBR of 1.0 or higher, wholly owned subsidiaries.
- (d) The Tender Offer Price exceeds the Company's all-time high price, including intraday highs, of JPY 12,960 (on January 20, 2026).
- (e) Measures to ensure the fairness of the Tender Offer have been taken as described in (Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)", "(ii) Background of calculation", "(4) Background of calculation of price for purchase, etc." in "3. Outline of Purchase, etc." below and the interests of general shareholders have been secured.
- (f) After taking the above measures, the Tender Offer Price represents an increase of JPY 3,389 (35.26%) (rounded to the second decimal place) from JPY 9,611, which was the price initially proposed by ITOCHU, through negotiations in good faith with ITOCHU with substantial involvement of the Special Committee, which is independent of the Tender Offeror-Related Parties and the Target Company Group.
- (g) As described in "(D) Establishment by the Target Company of an independent special committee and

procurement of a written report from the committee”, “(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)”, “(ii) Background of calculation”, “(4) Background of calculation of price for purchase, etc.” in “3. Outline of Purchase, etc.” below, the appropriateness of the terms and conditions of the Transactions, including the Tender Offer Price, has been determined to be ensured in the Report obtained by the Target Company from the Special Committee.

For the foregoing reasons, the Target Company, at its board of directors meeting held today, resolved to express an opinion in favor of the Tender Offer and to recommend that the shareholders of the Target Company tender their shares in the Tender Offer.

For the method of resolution at the above board of directors meeting, please see “(H) Unanimous approval of all disinterested directors of the Target Company and the opinion of all disinterested auditors of the Target Company that they have no objection”, “(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)”, “(ii) Background of calculation”, “(4) Background of calculation of price for purchase, etc.” in “3. Outline of Purchase, etc.” below.

(iii) Management policy after completion of the Tender Offer

In order to steadily realize the synergies associated with the Transactions, the Tender Offeror Parties and the Target Company intend to enhance the corporate value of ITOCHU and the Target Company by accelerating collaboration between the Tender Offeror Parties and the Target Company, as well as unifying and expediting their decision-making.

Currently, the management structure and board structure of the Target Company after the completion of the Tender Offer, including whether or not to send executives and other personnel matters, has not yet been determined, and the Tender Offeror Parties plan to discuss with the Target Company the optimal structure for implementing the measures described above in “(i) Background, purposes, and decision-making process leading to the implementation of the Tender Offer” and further strengthening the management base. Furthermore, the Tender Offeror Parties intend to continue the employment of the Target Company’s employees after the Transactions and to respect the Target Company’s current policies regarding treatment and personnel matters.

(3) Matters Concerning Material Agreements Related to Tender Offer

Not applicable.

(4) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and to Avoid Conflicts of Interest

Considering that ITOCHU, the parent company of the Tender Offeror, is the controlling shareholder (i.e., the parent company) of the Target Company whose ownership ratio of the Target Company Shares has reached 52.46%, that the Transactions, including the Tender Offer, are subject to the “Matters to be Observed Pertaining to MBOs, etc.” stipulated in Rule 441 of the Securities Listing Regulation published by the Tokyo Stock Exchange, and that the Transactions constitute transactions that are typified by issues such as the existence of structural conflicts of interest and information asymmetry, the Target Company is implementing the following measures to address those issues and to ensure the fairness of the Tender Offer. The measures taken by the Target Company described below are set forth based on the explanation by the Target Company.

The Tender Offeror Parties and the Target Company took the measures set out below to ensure the fairness of the Tender Offer. Thus, the Tender Offeror Parties and the Target Company believe that the interests of the general shareholders of the Target Company were sufficiently considered.

As described in “(1) Outline of the Tender Offer” above, as of today, the Tender Offeror does not hold any Target Company Shares. However, ITOCHU, which is the parent company of the Tender Offeror, holds 6,656,116 Target Company Shares (ownership ratio: 52.46%). Therefore, considering that setting the lower limit on the number of shares to be purchased through the Tender Offer by the so-called “majority of minority” will make completion of the Tender Offer unpredictable and may not be in the best interests of general shareholders of the Target Company who wish to tender their shares in the Tender Offer, no lower limit on the number of shares to be purchased in the Tender Offer by the “majority of minority” was set. Furthermore, the Special Committee determined in the Report that in light of the fact that other measures that were sufficient to ensure fairness were taken, the mere fact that the majority of the minority condition was not set does not mean that appropriate measures to ensure fairness had not been taken, and the Target Company came to the same conclusion.

- (A) Procurement by ITOCHU of a share valuation report from an independent third-party valuator
- (B) Procurement by the Target Company of a share valuation report from an independent third-party valuator
- (C) Advice procured by the Target Company from an independent law firm
- (D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee
- (E) Procurement by the special committee of a share valuation report and a fairness opinion from an independent third-party valuator
- (F) Advice procured by the special committee from an independent law firm
- (G) Establishment of an independent review system in the Target Company
- (H) Unanimous approval of all disinterested directors of the Target Company and the opinion of all disinterested auditors of the Target Company that they have no objection
- (I) No transaction protection clause
- (J) Measures for securing opportunities for the Target Company’s Shareholders to appropriately decide whether to tender their shares in the Tender Offer

For the details of the above, please see “(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)”, “(ii) Background of calculation”, “(4) Background of calculation of price for purchase, etc.” in “(3) Price for purchase, etc.” below.

- (5) Policies on reorganization, etc. after the Tender Offer (matters concerning “two-step acquisition”)

As described in “1. Overview of the Tender Offeror” above, if the Tender Offeror Parties fail to acquire all of the Target Company Shares (excluding the Target Company Shares held by ITOCHU and the treasury shares held by the Target Company) through the Tender Offer, the Tender Offeror Parties plan to implement the following Squeeze-Out Procedures after the completion of the Tender Offer:

- (i) Demand for share cash-out

In the event that the Tender Offeror Parties come to hold 90% or more of the voting rights of all shareholders of the Target Company in total as a result of the completion of the Tender Offer and ITOCHU becomes a special controlling shareholder as defined in Article 179, Paragraph 1 of the Companies Act, ITOCHU plans to demand that all shareholders (excluding the Tender Offeror Parties and the Target

Company) of the Target Company (the “Shareholders Subject to Cash-Out”) sell all of their Target Company Shares (the “Demand for Share Cash-Out”) promptly after the completion of the settlement of the Tender Offer in accordance with the provisions of Part II, Chapter 2, Section 4-2 of the Companies Act. With respect to the Demand for Share Cash-Out, the Tender Offeror Parties plan to provide the Shareholders Subject to Cash-Out with a cash amount equal to the Tender Offer Price as consideration for each Target Company Share. In such case, ITOCHU will notify the Target Company of such fact and request the Target Company to approve the Demand for Cash-Out. If the Target Company approves the Demand for Share Cash-Out by resolution of its board of directors, the Tender Offeror Parties will acquire all of the Target Company Shares held by the Shareholders Subject to Cash-Out on the acquisition date designated in the Demand for Share Cash-Out, in accordance with the procedures prescribed by the relevant laws and regulations, without the need for the individual approval of the Shareholders Subject to Cash-Out. ITOCHU plans to deliver to each Shareholder Subject to Cash-Out a cash amount equal to the Tender Offer Price per Target Company Share as consideration for each share of the Target Company Shares held by the Shareholders Subject to Cash-Out.

According to the Target Company’s Press Release, if the Target Company receives notice from ITOCHU that it intends to make the Demand for Share Cash-Out and is notified of the matters set forth in each Item of Article 179-2, Paragraph 1 of the Companies Act, the Target Company’s board of directors will approve the Demand for Share Cash-Out by ITOCHU.

As a procedure under the Companies Act for the purpose of protecting the rights of general shareholders in connection with the above procedures, it is provided that if a Demand for Share Cash-Out is made, the Shareholders Subject to Cash-Out may file a petition with the court for a determination of the purchase price of the Target Company Shares in accordance with Article 179-8 of the Companies Act and other relevant laws and regulations. The court will make the final determination as to the purchase price of the Target Company Shares in the event that such a petition is filed.

(ii) Share consolidation

If the total number of voting rights of the Target Company held by the Tender Offeror Parties is less than 90% of the voting rights of all shareholders of the Target Company in total after the Tender Offer is completed, the Tender Offeror Parties plans to request, promptly after the completion of the settlement of the Tender Offer, that the Target Company conduct a share consolidation of the Target Company Shares pursuant to the provisions of Article 180 of the Companies Act (the “Share Consolidation”) and hold an extraordinary meeting of shareholders (the “Extraordinary Shareholders’ Meeting). In light of improvement in the corporate value of the Target Company, the Tender Offeror Parties consider it desirable that the Extraordinary Shareholders’ Meeting to be held as soon as possible, therefore, the Tender Offeror Parties plan to request that the Target Company will give a public notice of prescribing the record date during period with respect to the Tender Offer (the “Tender Offer Period”), so that the record date of the Extraordinary Shareholders’ Meeting will be a date close to the commencement of settlement of the Tender Offer. While the timing of holding the Extraordinary Shareholders’ Meeting depends on the timing of completion of the Tender Offer, at present, it is scheduled to be around the beginning of June 2026. According to the Target Company’s Press Release, the Target Company intends to hold the Extraordinary Shareholders’ Meeting at the request of the Tender Offeror Parties. In addition, the Tender Offeror Parties will vote in favor of these proposals at the Extraordinary Shareholders’ Meeting.

In the event that the proposed Share Consolidation is approved at the Extraordinary Shareholders’ Meeting, the shareholders of the Target Company will hold a proportionate number of the Target Company Shares in accordance with the Share Consolidation ratio approved by the Extraordinary Shareholders’ Meeting

on the date when the Share Consolidation comes into effect. The shareholders of the Target Company will be paid for the fractional shares that they will be allocated as a result of the Share Consolidation, if any, in the form of the cash to be paid for the sale of the Target Company Shares equal to the total number of such fractional shares (any fractions of the total number will be rounded down; the same shall apply hereinafter) to the Target Company, ITOCHU, or the Tender Offeror, in accordance with the procedure prescribed in Article 235 of the Companies Act and other relevant laws and regulations. With regard to the sale price of the Target Company Shares corresponding to the total number of such fractional shares, the Tender Offeror Parties plans to request that the Target Company file a motion with the court to permit a voluntary sale, after determining the amount to be paid to the shareholders of the Target Company who do not tender their shares in the Tender Offer (excluding the Tender Offeror Parties and the Target Company) at the price obtained by multiplying the Tender Offer Price by the number of the Target Company Shares held by each of such shareholder.

While the ratio of the Share Consolidation has not yet been determined as of the date hereof, the Tender Offeror Parties plan to request that the number of the Target Company Shares to be held by the shareholders of the Target Company who do not tender their shares in the Tender Offer (excluding the Tender Offeror Parties and the Target Company) be less than one share, so that only the Tender Offeror Parties will hold all of the Target Company Shares (excluding the treasury shares held by the Target Company) after the Share Consolidation.

The Companies Act has a provision which intends to protect the rights of general shareholders relating to the Share Consolidation. Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations provide that, in the event of the Share Consolidation, if there are any fractional shares resulting from the Share Consolidation, the shareholders of the Target Company who do not tender their shares in the Tender Offer (excluding the Tender Offeror Parties and the Target Company) may demand that the Target Company purchase all of their fractional shares at a fair prices and may file a motion with the court to determine the fair price of the Target Company Shares. If such a motion is filed, the purchase price per share will be ultimately determined by the court.

Depending on the relevant matters such as revisions and enforcement of the relevant laws and regulations and their interpretation by the authorities, the above procedures may require a longer time or there may be changes in the method of implementation thereof. However, even in such cases, if the Tender Offer is completed, the Tender Offeror Parties intend to take measures to eventually pay cash to shareholders of the Target Company who do not tender their shares in the Tender Offer (excluding the Tender Offeror Parties and the Target Company). In such case, the amount of cash to be paid to the respective shareholders of the Target Company is planned to be equal to the amount calculated by multiplying the Tender Offer Price by the number of the Target Company Shares each shareholder of the Target Company holds.

In addition, if the Squeeze-Out Procedures is expected to be completed by June 30, 2026, the Tender Offeror Parties will request the Target Company to amend a part of the Articles of Incorporation to abolish the record date of voting rights for the general meeting of shareholders for the fiscal year ending March 31, 2026 (the "Ordinary Shareholders' Meeting"). Therefore, even the shareholders who are stated or recorded on the register of shareholders as of March 31, 2026, may not be able to exercise their rights at the Ordinary Shareholders' Meeting.

Specific procedures and the schedule thereof in the above cases shall be determined upon consultation between the Tender Offeror and the Target Company, and announced by the Target Company as soon as they are determined.

Please note that the Tender Offer is not at all intended to solicit votes or support from the shareholders of the Target Company for the proposals in the Extraordinary Shareholders' Meeting. In addition, the shareholders of the Target Company are advised to consult with their certified tax accountants and other experts on their own responsibility regarding the tax treatment in respect of the Tender Offer or any of the above procedures.

(6) Possibility of delisting and reasons therefor

The Target Company Shares are presently listed on the Prime Market of the Tokyo Stock Exchange as of the date hereof, but the Tender Offeror has not set the maximum number of shares to be purchased through the Tender Offer. Accordingly, depending on the results of the Tender Offer, the Target Company Shares may be delisted after the prescribed procedures are completed, in accordance with the delisting criteria of the Tokyo Stock Exchange. Even if the requirements of the delisting criteria are not met as of the time of completion of the Tender Offer, the Tender Offeror plans to implement the Squeeze-Out Procedures after the completion of the Tender Offer as stated in “(5) Policies on reorganization, etc. after the Tender Offer (matters concerning “two-step acquisition”)” above. If such procedures are implemented, it will meet the delisting criteria and the Target Company Shares will be delisted through prescribed procedures in accordance with the delisting criteria of the Tokyo Stock Exchange. The Target Company Shares cannot be traded on Tokyo Stock Exchange after they are delisted.

3. Outline of the Purchase, Etc.

(1) Outline of the Target Company

(1) Name	ITOCHU-SHOKUHIN Co., Ltd.	
(2) Location	2-2-22 Shiromi, Chuo-ku, Osaka-shi, Osaka	
(3) Name and Title of Representative	Hitoshi Okamoto, Representative Director and President & CEO, Chief Corporate Officer	
(4) Description of Business Activities	Wholesale of liquors and foods, storage and transport thereof, provision of information on various goods, and merchandising related to commercial distribution	
(5) Capital	JPY 4,923 million (as of December 31, 2025)	
(6) Date of Establishment	November 29, 1918	
(7) Major Shareholders and Shareholding Percentages (as of September 30, 2025)	ITOCHU Corporation	52.46%
	Custody Bank of Japan, Ltd. (portion entrusted with Sumitomo Mitsui Trust Bank under a saishintaku (re-trust) arrangement for the retirement benefit trust account of ASAHI BREWERIES, LTD.)	6.42%
	The Master Trust Bank of Japan, Ltd. (Trust account)	5.30%
	Ajinomoto Co., Inc.	2.67%
	ASAHI BREWERIES, LTD.	2.34%
	Custody Bank of Japan, Ltd. (Trust Account)	1.68%
	Custody Bank of Japan (portion entrusted with Mizuho Bank under a saishintaku (re-trust) arrangement for the retirement benefit trust account of Mizuho Trust & Banking Co., Ltd.)	1.20%
	BNYMSANV RE BNYMIL RE WS ZENNOR JAPAN EQUITY INCOME FUND (Standing Proxy: MUFG Bank, Ltd.)	1.11%
	Employee Shareholding Association of ITOCHU-SHOKUHIN Co., Ltd.	0.83%
	Morgan Stanley MUFG Securities Co., Ltd.	0.74%
(8) Relationship between the Listed Company and the Target Company		
Capital Relationship	As of today, ITOCHU, which is the parent company of the Tender Offeror, holds 6,656,116 shares of the Target Company Shares (Shareholding Percentage: 52.46%), making the Target Company its subsidiary.	
Personnel Relationship	Three of the seven directors of the Target Company are from ITOCHU and one hold the position of executive officer. In addition, two out of four auditors of the Target Company are from ITOCHU and one auditor is employee at ITOCHU. In addition, 14 employees of ITOCHU have been seconded to the Target Company.	
Business Relationship	There are transactions concerning the sales of merchandise, lease of logistic center, deposit of funds, management of claims and obligations between ITOCHU, which is the parent company of the Tender Offeror, and the Target Company Group.	
Status as Related Party	The Target Company is a subsidiary of ITOCHU, which is the parent company of the Tender Offeror. Therefore, the Tender Offeror is a related party of the Target Company, and ITOCHU and the Target Company are mutually related parties.	

(Note) “Major Shareholders and Shareholding Percentages (as of September 30, 2025)” is stated based on the “Status of Major Shareholders” in the Semi-Annual Securities Report for 108th Fiscal Year (the “Target Company’s Semi-Annual Report”), which was filed by the Target Company on November 10, 2025.

(2) Schedule, etc.

(i) Schedule

Date of Resolution at the Meeting of Board of Directors	February 25, 2026 (Wednesday)
Date of Public Notice of Commencement of Tender Offer	February 26, 2026 (Thursday) The public notice will be made electronically, and a notice of such disclosure will be published in the <i>Nihon Keizai Shimbun</i> . Electronic Public Notice Address: (https://disclosure2.edinet-fsa.go.jp/)
Filing Date of Tender Offer Registration Statement	February 26, 2026 (Thursday)

(ii) Tender Offer Period originally specified in the registration statement

From February 26, 2026 (Thursday) to April 9, 2026 (Thursday) (30 business days)

(iii) Possibility of extension upon request of the Target Company

Not applicable.

(3) Price for purchase, etc.

JPY 13,000 per share of the Target Company's Common Stock

(4) Background of calculation of price for purchase, etc.

(i) Basis of calculation

In order to ensure the fairness of the Tender Offer Price, and in determining the Tender Offer Price, ITOCHU requested Nomura Securities, the financial advisor of ITOCHU, to calculate the value of the Target Company Shares as a third-party valuator independent of ITOCHU Group, including the Tender Offeror Parties and the Target Company.

Nomura Securities considered it appropriate to evaluate the value of the Target Company Shares from multiple perspectives after examining the Target Company's financial situation, trends in the market price of the Target Company Shares and other factors, considered the calculation method to be adopted in calculating the Target Company Shares from among various share value calculation methods, and carried out the calculation of the value of the Target Company Shares by using (i) the average market share price method given that there exists a the market price of the Target Company Shares, (ii) the comparable company method, due to the fact that there exist listed companies comparable to the Target Company and it is possible to analogize the share value of the Target Company Shares by comparable company method, and (iii) the DCF method, in order to reflect the future business activities in the valuation. ITOCHU received the share valuation report (the "Share Valuation Report (Nomura Securities)") from Nomura Securities on February 24, 2026.

Nomura Securities is not a related party of the Tender Offeror Parties or the Target Company and has no material interest in the Tender Offer. ITOCHU has not obtained an opinion with regard to the fairness of the Tender Offer Price (a fairness opinion) from Nomura Securities since ITOCHU considers that the

Tender Offeror has comprehensively considered the various factors set out in “(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)” in “(ii) Background of calculation” below, and believes that the interests of the Target Company’s general shareholders have been adequately considered.

The ranges of the values per Target Company Share, which were calculated by each of the above-mentioned analysis methods by Nomura Securities, are as follows:

Average market share price method (1): from JPY 9,300 to JPY 10,046
Average market share price method (2): from JPY 10,667 to JPY 12,128
Comparable company method: from JPY 9,785 to JPY 12,400
DCF method: from JPY 9,300 to JPY 14,256

Under the average market share price method (1), taking account into the News Report on Letter Submission, the value per share of the Target Company Shares was evaluated using November 13, 2025 as the valuation reference date (the Reference Date (1)), in order to eliminate the effects of the News Report on Letter Submission to share price. Using the Reference Date (1), the value per share of the Target Company Shares was evaluated to range from JPY 9,300 to JPY 10,046 based on the closing price of the Reference Date (1) (JPY 9,300), the simple average closing price for the most recent five business days preceding the Reference Date (1) (JPY 9,350), the simple average closing price for the most recent one month (JPY 9,576), the simple average closing price for the most recent three months (JPY 10,046) and the simple average closing price for the most recent six months (JPY 10,005) of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange.

Under the average market share price method (2), using February 24, 2026 as the valuation reference date (the “Reference Date (2)”), the value per share of the Target Company Shares was evaluated to range from JPY 10,667 to JPY 12,128 based on the closing price of the Reference Date (2) (JPY 12,080), the simple average closing price for the most recent five business days preceding the Reference Date (2) (JPY 12,128), the simple average closing price for the most recent one month (JPY 11,752), the simple average closing price for the most recent three months (JPY 11,337) and the simple average closing price for the most recent six months (JPY 10,667) of the Target Company Shares on the Prime Market of the Tokyo Stock Exchange.

Under the comparable company method, the value of the Target Company Shares was evaluated by comparing the market prices and financial indicators showing the profitability, etc., of some listed companies engaged in businesses relatively similar to that conducted by the Target Company. This analysis showed that the value per share of the Target Company Shares ranged from JPY 9,785 to JPY 12,400.

Under the DCF method, the value per share of the Target Company Shares was evaluated to range from JPY 9,300 to JPY 14,256, after analyzing and evaluating the enterprise value and the share value of the Target Company calculated by discounting to the current value at a certain discount rate the free cash flow that the Target Company is expected to generate in the future, based on the Target Company’s future earnings forecasts for third quarter of the fiscal years ending March 31, 2026 and thereafter, taking into account various factors, including the Target Company’s estimated future earnings and investment plan in the business plan for the four year fiscal period from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2029, which were confirmed by ITOCHU, and interview with the Target Company, the Target Company’s recent performance trends and publicly disclosed information. Although the business plan of the Target Company that was the premise of the DCF method does not include any fiscal year in which a significant increase or decrease in profit is expected, it includes fiscal years in which a

significant increase or decrease in free cash flow is expected. Specifically, for the fiscal year ending March 31, 2026, a significant increase in free cash flow is expected due to a decrease of working capital; and for the fiscal year ending March 31, 2027, a significant decrease in free cash flow is expected due to an increase in working capital, compared to the previous year. In addition, the business plan is not premised on the execution of the Transactions, and the synergies expected from the Transactions being completed are not reflected in the business plan because it would be difficult to specifically estimate those synergies at present.

On 25 February, 2026, based on the results of discussions and negotiations with the Target Company, ITOCHU finally determined that the Tender Offer Price would be JPY 13,000, comprehensively taking into account: (i) the valuation results of the Target Company Share in the Share Valuation Report (Nomura Securities) obtained from Nomura Securities; (ii) the result of the due diligence on the Target Company that was carried out by ITOCHU; (iii) whether the board of directors of the Target Company would support the Tender Offer; and (iv) expected number of tendering in the Tender Offer.

In addition, the Tender Offer Price (JPY 13,000) represents (i) a premium of 7.62 % on the closing price of the Target Company Shares of JPY 12,080 on the Prime Market of the Tokyo Stock Exchange on February 24, 2026, which is the business day immediately preceding the day on which the implementation of the Tender Offer is announced, (ii) a premium of 10.62 % on the simple average of the closing price of JPY 11,752 for the one-month period ending on that day, (iii) a premium of 14.67% on the simple average of the closing price of JPY 11,337 for the three-month period ending on that day, and (iv) a premium of 21.87 % on the simple average of the closing prices of JPY 10,667 for the six-month period ending on that day.

Furthermore, ITOCHU acquired a total of 35,800 shares of the Target Company Shares via market transactions during the period from the end of June 2024 to October 30, 2024, at an average acquisition price of approximately JPY 6,925 per share (aggregate amount: JPY 247,899,991), which is lower than the Tender Offer Price. However, the share acquisitions by ITOCHU at that time were not made for the purpose of making the Target Company private but were conducted through market transactions based on the Target Company's then-prevailing market share price. In addition to the differences in purpose and method from the Tender Offer, the external environment surrounding the Target Company, the Target Company's business performance, and the market price level of the Target Company Shares also differ from those at the time of the Tender Offer. Accordingly, the Tender Offeror believe that such prior acquisitions do not have any particular impact on the assessment of the fairness of the Tender Offer Price.

(Note) In evaluating the value of the Target Company Shares, Nomura Securities assumed that the existing public information and all information provided to Nomura Securities were accurate and complete, and did not independently verify the accuracy and completeness of such information. Nomura Securities did not independently conduct any evaluation, appraisal or assessment of the assets or liabilities (including derivative financial instruments, off-balance-sheet assets and liabilities, and other contingent liabilities) of the Target Company or its affiliates, including any analysis and evaluation of their individual assets and liabilities, nor did it make any request to a third party institution to perform any valuation for the appraisal or assessment of such assets or liabilities. Nomura Securities assumed that the management of the ITOCHU had reasonably reviewed and prepared the information regarding the financial forecasts (including profit planning and other information) of the Target Company based on the best and sincere estimates and judgments currently available. The calculation by Nomura Securities reflected information and economic conditions obtained by Nomura Securities before February 24, 2026. The sole purpose of Nomura Securities' calculation is

to serve as a reference for the board of directors of ITOCHU in its consideration of the value of the Target Company Shares.

(ii) Background of calculation

(Background to the determination of the Tender Offer Price)

Please see“(i) Background, purposes, and decision-making process leading to the implementation of the Tender Offer”, “(2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer” in “2. Purpose of Purchase, Etc.” above.

(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)

Considering that ITOCHU, the parent company of the Tender Offeror, is the controlling shareholder (i.e., the parent company) of the Target Company whose ownership ratio of the Target Company Shares has reached 52.46%, that the Transactions, including the Tender Offer, are subject to the “Matters to be Observed Pertaining to MBOs, etc.” stipulated in Rule 441 of the Securities Listing Regulation published by the Tokyo Stock Exchange, and that the Transactions constitute transactions that are typified by issues such as the existence of structural conflicts of interest and information asymmetry, the Tender Offeror Parties and the Target Company are implementing the following measures to address the issues and to ensure the fairness of the Tender Offer. The measures taken by the Target Company described below are set forth based on the explanation by the Target Company.

(A) Procurement by ITOCHU of a share valuation report from an independent third-party valuator

In determining the Tender Offer Price, ITOCHU has requested Nomura Securities, the financial advisor independent of ITOCHU Group including the Tender Offeror Parties and the Target Company, to calculate the value of the Target Company Shares and obtained the Share Valuation Report (Nomura Securities) as of February 24, 2026. For details, please see “(i) Basis of calculation” above.

(B) Procurement by the Target Company of a share valuation report from an independent third-party valuator

a. Name of the valuator and its relationship with the Target Company and the Tender Offeror

In expressing its opinion on the Tender Offer, the Target Company requested Tokyo Kyodo Accounting Office, a third-party valuator independent of the Tender Offeror-Related Parties and the Target Company Group, to calculate the value of the Target Company Shares, and received the Share Valuation Report (Tokyo Kyodo Accounting Office) on February 24, 2026.

Tokyo Kyodo Accounting Office is not a related party of the Tender Offeror-Related Parties or the Target Company Group and has no material interest in the Transactions, including the Tender Offer, that should be disclosed. In addition, as the Tender Offeror and the Target Company have taken the measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest, the Target Company has not procured a written opinion regarding the fairness of the Tender Offer Price (fairness opinion) from Tokyo Kyodo Accounting Office. The fees payable to Tokyo Kyodo Accounting Office in relation to the Transactions consist solely of a fixed fee to be paid regardless of the success or failure of the Transactions, and do not include a performance fee, which is payable subject to the completion of the Transactions and other conditions.

b. Overview of valuation

After examining the valuation method to be adopted in the calculation of the share value of the Target Company from among several valuation methods, based on the premise that the Target Company is a going concern and the belief that the value of the Target Company Shares should be evaluated from multiple perspectives, Tokyo Kyodo Accounting Office used the following methods to analyze the value per share of the Target Company: the market share price method, in order to take the trends of the Target Company's share price in the market into account; the comparable company method, as there are comparable listed companies similar to the Target Company and it is possible to analogize the value of the Target Company Shares by comparing to that of similar listed companies; and the DCF method to reflect the details and forecast of the Target Company's business performance in the valuation, and the Target Company received the Share Valuation Report (Tokyo Kyodo Accounting Office) from Tokyo Kyodo Accounting Office on February 24, 2026.

The range of the value per Target Company Share calculated under each of the above methods is as follows:

Market share price method: From JPY 10,667 to JPY 11,752

Comparable company method: From JPY 11,599 to JPY 12,278

DCF method: From JPY 11,319 to JPY 13,606

Under the market share price method, with February 24, 2026 being set as the reference date, the value per Target Company Share is calculated to range from JPY 10,667 to JPY 11,752 based on the simple average closing price of the Target Company Shares of JPY 11,752 on the Prime Market of the Tokyo Stock Exchange for the most recent one month up to the reference date; the simple average closing price of JPY 11,337 for the most recent three months up to the same date; and the simple average closing price of JPY 10,667 for the most recent six months up to the same date.

Under the comparable company method, the value per Target Company Share is calculated to range from JPY 11,599 to JPY 12,278, with KATO SANGYO CO., LTD. and YAMAE GROUP HOLDINGS CO., LTD. being selected as the listed companies that are deemed similar to the Target Company, and the value of the Target Company Shares being calculated using the ratio of EBITDA to the corporate value.

Under the DCF method, the Target Company's financial forecast included in the Business Plan, which was used by Tokyo Kyodo Accounting Office as the basis of its valuation under the DCF method, was prepared by the Target Company taking into account recent performance and various measures implemented for future growth, with the forecast period set from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2029 as the period for which future forecasts are reasonably possible. Based on the Business Plan developed by the Target Company, and under various assumptions including the revenue forecast and investment plans in the business plan for the four fiscal years from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2029, as well as publicly disclosed information, the corporate value and share value of the Target Company were analyzed by discounting the free cash flow expected to be generated by the Target Company from and including the fourth quarter of the fiscal year ending March 31, 2026 back to the present value using a certain discount rate, and the value per Target Company Share is calculated to range from JPY 11,319 to JPY 13,606. Tokyo Kyodo Accounting Office used the discount rate (weighted average cost of capital) of 9.52% to 11.64%. In addition, it calculated the going concern value under the perpetual growth rate method and the multiple method as ranging from JPY 32,459 million to JPY 75,866 million. For the perpetual growth rate method, considering Japan's inflation rate and other factors, the perpetual growth rate was set at 0% to 1.0%, and for the multiple method, the

enterprise value-to-EBITDA multiple was adopted, and considering multiples for comparable listed companies, the multiple was set at 3.31 times to 4.05 times.

As non-operating assets, surplus cash and deposits, a portion of investment securities, and real estate held for sale were included.

The Business Plan used by Tokyo Kyodo Accounting Office for the DCF method includes a fiscal year in which a significant increase or decrease in the free cash flow is expected. Specifically, for the fiscal year ending March 2028, an increase in free cash flow is anticipated, primarily due to a reduction in working capital.

Since the synergies expected to be realized through the implementation of the Transactions were difficult to specifically estimate at this stage, such synergies are not taken into account in the above valuation.

The specific figures in the Business Plan, which Tokyo Kyodo Accounting Office used as the basis of its valuation under the DCF method, are as follows.

(JPY million)

	Fiscal year ending March 31, 2026 (three month)	Fiscal year ending March 31, 2027	Fiscal year ending March 31, 2028	Fiscal year ending March 31, 2029
Net sales	161,730	748,800	778,752	809,902
Operating profit	(626)	10,184	10,747	11,339
EBITDA	80	12,184	12,747	13,339
Free cash flow	(12,633)	4,825	8,273	8,635

(C) Advice procured by the Target Company from an independent law firm

As described above in “(ii) Target Company’s decision-making process and reasons”, “ (2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer ” in “2. Purpose of the Purchase, Etc.”, the Target Company retained Anderson Mori & Tomotsune as its legal advisor independent from the Tender Offeror-Related Parties and the Target Company Group, and has received legal advice from the firm with respect to the measures to be taken to ensure the fairness of the procedures in the Transactions, the procedures for the Transactions, the method and process of decision-making by the Target Company regarding the Transactions, and other matters that must be noted in making decisions.

In addition, as described below in “(D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee,” the Special Committee has confirmed that there is no issue regarding the independence, expertise, or performance of Anderson Mori & Tomotsune and approved its retention.

Anderson Mori & Tomotsune is not a related party of the Tender Offeror-Related Parties or the Target Company Group and has no material interest in the Transactions, including the Tender Offer, that should be disclosed. The fees paid to Anderson Mori & Tomotsune in connection with the Transactions are to be calculated by multiplying the hours worked by the hourly rate, regardless of whether or not the Transactions are completed, and do not include any performance fee, which is payable subject to the completion of the

Transactions and other conditions.

(D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee

a. Background to the establishment of the previous review system

As stated in “a. Background to the establishment of the previous review system”, “(ii) Target Company’s decision-making process and reasons”, “(2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer” in “2. Purpose of the Purchase, Etc.” above, the Target Company established the Previous Special Committee by resolution at an extraordinary meeting of the board of directors held on April 21, 2025. Prior to the establishment of the Previous Special Committee, in order to establish a system to consider, negotiate, and make decisions regarding the Transactions from a standpoint independent of Tender Offeror-Related Parties or the Target Company Group and from the perspective of enhancing the Target Company’s corporate value and securing the interests of the Target Company’s general shareholders, the Target Company has, with the advice of Anderson Mori & Tomotsune, individually informed the Outside Directors of the Target Company who have no material interest in Tender Offeror-Related Parties or the Target Company Group that the Target Company received the Previous Proposal from ITOCHU and that it is necessary to take sufficient measures to ensure the fairness of the terms and conditions of the Transactions, including the establishment of the Previous Special Committee, in conducting consideration and negotiation for the Transactions. At the same time, the Target Company has, with the advice of Anderson Mori & Tomotsune, confirmed the independence and qualifications of the Outside Directors of the Target Company who are candidates for members of the Previous Special Committee, and has also confirmed that they are independent of the Tender Offeror-Related Parties or the Target Company Group or do not have any material interest that is different from general shareholders in the completion or failure of the Transactions. After discussions among the Outside Directors of the Target Company, with the advice of Anderson Mori & Tomotsune, the Target Company has confirmed that they have no objection, and the Target Company has, by resolution at an extraordinary meeting of the board of directors held on April 21, 2025, appointed the following three persons as candidates for members of the Previous Special Committee: Mr. Yasuyuki Miyasaka (Outside Director and Independent Officer); Ms. Takako Okuda (Outside Director and Independent Officer); and Ms. Kaoru Chujo (Outside Director and Independent Officer) (the members of the Previous Special Committee have not been changed since its establishment, with Mr. Yasuyuki Miyasaka, an Outside Director and Independent Officer of the Target Company, appointed as the chairman of the Previous Special Committee by mutual vote among the committee members).

After that, as stated in “a. Background to the establishment of the previous review system”, “(ii) Target Company’s decision-making process and reasons”, “(2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer” in “2. Purpose of the Purchase, Etc.” above, the Target Company established the Previous Special Committee by resolution at an extraordinary meeting of the board of directors held on April 21, 2025, and consulted with the Previous Special Committee on the Previous Consultation Matters. In addition, in establishing the Previous Special Committee, the Target Company’s board of directors has resolved that the Target Company will authorize the Previous Special Committee to: (i) be substantially involved in the process of negotiating the terms and conditions of the Transactions by, for example, confirming in advance the policies for negotiating the Tender Offer Price and other terms and conditions of the Transactions, receiving timely reports on the situation of the negotiations, expressing opinions in important aspects, and

issuing instructions and making requests; (ii) approve (including ex-post facto approval) the Advisors; (iii) appoint its own Advisors, as necessary, in providing its report on the Previous Consultation Matters; and (iv) receive from the Target Company's officers and employees and such other persons as the Previous Special Committee deems necessary all information necessary to consider and make judgments concerning the Transactions.

At the above-mentioned Target Company's board of directors meeting, Mr. Hitoshi Okamoto, Mr. Yoshihiro Fukushima, and Mr. Masanori Omori among the all nine directors at the time of such resolution are from ITOCHU, and Mr. Hiroyuki Nakamura served as an officer and employee of ITOCHU. Therefore, considering that the Target Company is a subsidiary of ITOCHU and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, five directors excluding these four directors deliberated and unanimously adopted the above resolution from the viewpoint of eliminating the possibility that the deliberation and resolution at the Target Company's board of directors meeting may be affected by these issues. In addition, all two Audit & Supervisory Board Members excluding Mr. Hideaki Nagashima, who is from ITOCHU, and Mr. Ryuta Seike, who served as an officer and employee of ITOCHU, attended the above board of directors meeting and have given their opinion that they have no objection to the above resolution.

Each member of the Previous Special Committee shall receive a fixed remuneration for his or her services, regardless of whether or not the Transactions are completed.

The Previous Special Committee held a total of six meetings during the period from April 28, 2025 to May 29, 2025. In addition, the members of the Previous Special Committee performed their duties with respect to the Previous Consultation Matters by, among other things, reporting to and exchanging information with the other members and deliberating and making decisions by e-mail from time to time as necessary between such meetings. Specifically, the Previous Special Committee first considered matters such as independence, expertise, and performance, and then determined to appoint Kitahama Partners as its own legal advisor independent of the Tender Offeror-Related Parties and the Target Company Group, and to appoint Plutus Consulting as its own financial advisor and third-party valuator independent of the Tender Offeror-Related Parties and the Target Company Group on April 28, 2025. The Previous Special Committee has confirmed that each of Kitahama Partners and Plutus Consulting is not a related party of the Tender Offeror-Related Parties or the Target Company Group, that each of them has no material interest in the Transactions, including the Tender Offer, that should be disclosed, and that there are no other concerns with respect to the independence in the Transactions.

The Previous Special Committee has also confirmed that there were no issues regarding the independence, expertise, performance, and other matters of Anderson Mori & Tomotsune, the Target Company's legal advisor, SMBC Nikko Securities, the Target Company's financial advisor, and Tokyo Kyodo Accounting Office, the Target Company's third-party valuator, and approved their appointment.

The Previous Special Committee also confirmed and approved that, from the perspective of independence and fairness, there is no problem with the internal system established by the Target Company for the consideration of the Transactions (including the scope of officers and employees of the Target Company who will be involved in the consideration, negotiation, and decision on the Transactions, and their duties).

The Previous Special Committee then considered measures to be taken to ensure the fairness of the procedures in the Transactions based on the legal advice received from Kitahama Partners and opinions heard from Anderson Mori & Tomotsune.

The Previous Special Committee received an explanation from, and held a question-and-answer session with, ITOCHU regarding the significance and purpose of the Transactions and the management policies after the Transactions, and other matters.

Moreover, the Previous Special Committee made written questions to, and received written responses (the “Previous Written Responses”) from, the Target Company regarding the Target Company’s views on the Transactions, the impact of the Transactions on the Target Company and its stakeholders, and other matters, and held a question-and-answer session regarding these matters.

In addition, the Previous Special Committee received explanations from the Target Company and holding a question-and-answer session regarding the details of the business plan, which was presented by the Target Company to ITOCHU during the course of the previous review, material assumptions, and the process of preparation, and confirmed the reasonableness of the business plan and approved it.

b. Background to the establishment of the current review system

As stated in “b. Background to the establishment of the current review system”, “(ii) Target Company’s decision-making process and reasons”, “(2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer” in “2. Purpose of the Purchase, Etc.” above, the Target Company established the Special Committee by resolution at an extraordinary meeting of the board of directors held on December 19, 2025. Prior to the establishment of the Special Committee, in order to establish a system to consider, negotiate, and make decisions regarding the Transactions from a standpoint independent of Tender Offeror-Related Parties or the Target Company Group and from the perspective of enhancing the Target Company’s corporate value and securing the interests of the Target Company’s general shareholders, the Target Company has, with the advice of Anderson Mori & Tomotsune, individually informed the Outside Directors of the Target Company who have no material interest in Tender Offeror-Related Parties or the Target Company Group that the Target Company received the Revised Proposal from ITOCHU and that it is necessary to take sufficient measures to ensure the fairness of the terms and conditions of the Transactions, including the establishment of the Special Committee, in conducting consideration and negotiation for the Transactions. At the same time, the Target Company has, with the advice of Anderson Mori & Tomotsune, confirmed the independence and qualifications of the Outside Directors of the Target Company who are candidates for members of the Special Committee, and has also confirmed that they are independent of the Tender Offeror-Related Parties or the Target Company Group and they are independent of the completion or failure of the Transactions. After discussions among the Outside Directors of the Target Company, with the advice of Anderson Mori & Tomotsune, the Target Company has confirmed that they have no objection, and the Target Company has appointed the following three persons as candidates for members of the Special Committee: Mr. Yasuyuki Miyasaka (Outside Director and Independent Officer); Ms. Takako Okuda (Outside Director and Independent Officer); and Ms. Kaoru Chujo (Outside Director and Independent Officer) (the members of the Special Committee have not been changed since its establishment, with Mr. Yasuyuki Miyasaka, an Outside Director and Independent Officer of the Target Company, appointed as the chairman of the Special Committee by mutual vote among the committee members).

After that, as stated in “(ii) Target Company’s decision-making process and reasons”, “(2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer” in “2. Purpose of the Purchase, Etc.” above, the Target Company established the Special Committee by resolution at an extraordinary meeting of the board of

directors held on December 19, 2025, and consulted with the Special Committee on the Consultation Matters. In addition, in establishing the Special Committee, the Target Company's board of directors has resolved that the Target Company will authorize the Special Committee to: (i) be substantially involved in the process of negotiating the terms and conditions of the Transactions by, for example, confirming in advance the policies for negotiating the Tender Offer Price and other terms and conditions of the Transactions, receiving timely reports on the situation of the negotiations, expressing opinions in important aspects, and issuing instructions and making requests; (ii) approve (including ex-post facto approval) the Advisors; (iii) appoint its own Advisors, as necessary, in providing its report on the Consultation Matters; and (iv) receive from the Target Company's officers and employees and such other persons as the Special Committee deems necessary all information necessary to consider and make judgments concerning the Transactions.

At the above-mentioned Target Company's board of directors meeting, Mr. Hitoshi Okamoto and Mr. Yoshihiro Fukushima among the all seven directors are from ITOCHU, and Mr. Hiroyuki Nakamura served as an officer and employee of ITOCHU. Therefore, considering that the Target Company is a subsidiary of ITOCHU and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, four directors excluding these three directors deliberated and unanimously adopted the above resolution from the viewpoint of eliminating the possibility that the deliberation and resolution at the Target Company's board of directors meeting may be affected by these issues. In addition, all two Audit & Supervisory Board Members excluding Mr. Hideaki Nagashima, who is from ITOCHU, and Mr. Ryuta Seike, who served as an officer and employee of ITOCHU, attended the above board of directors meeting and have given their opinion that they have no objection to the above resolution.

Each member of the Special Committee will receive no remuneration for serving as a member of the Special Committee.

c. Background of consideration

The Special Committee held a total of 16 meetings during the period from December 19, 2025 to February 24, 2026. In addition, the members of the Special Committee performed their duties with respect to the Consultation Matters by, among other things, reporting to and exchanging information with the other members and deliberating and making decisions by e-mail from time to time as necessary between such meetings. Specifically, the Special Committee first considered matters such as independence, expertise, and performance, and then determined to appoint Kitahama Partners as its own legal advisor independent of the Tender Offeror-Related Parties and the Target Company Group, and to appoint Plutus Consulting as its own financial advisor and third-party valuator independent of the Tender Offeror-Related Parties and the Target Company Group on December 19, 2025. The Special Committee has confirmed that each of Kitahama Partners and Plutus Consulting is not a related party of the Tender Offeror-Related Parties or the Target Company Group, that each of them has no material interest in the Transactions, including the Tender Offer, that should be disclosed, and that there are no other concerns with respect to the independence in the Transactions.

The Special Committee has also confirmed that there are no issues regarding the independence, expertise, performance, and other matters of Anderson Mori & Tomotsune, the Target Company's legal advisor, SMBC Nikko Securities, the Target Company's financial advisor, and Tokyo Kyodo Accounting Office, the Target Company's third-party valuator, and approved their appointment.

The Special Committee has also confirmed and approved that, from the perspective of independence and fairness, there is no problem with the internal system established by the Target Company for the consideration of the Transactions (including the scope of officers and employees of the Target Company who will be involved in the consideration, negotiation, and decision on the Transactions, and their duties).

The Special Committee then considered measures to be taken to ensure the fairness of the procedures in the Transactions based on the legal advice received from Kitahama Partners and opinions heard from Anderson Mori & Tomotsune.

The Special Committee received explanations from, and held a question-and-answer session with, ITOCHU regarding the significance and purpose of the Transactions, the management policies after the Transactions, and other matters.

Moreover, the Special Committee also has verbally confirmed with the Target Company that, since the Target Company's Previous Written Responses, there have been no material updates regarding the Target Company's views on the Transactions, the impact of the Transactions on the Target Company and its stakeholders, and other matters. Further, when ITOCHU provided explanations regarding the significance and purpose of the Transactions, the management policies after the Transactions, and other matters, and during the subsequent question-and-answer session, the Special Committee has verbally reconfirmed the Target Company's views on the Transactions.

In addition, the Special Committee has, after receiving explanations from the Target Company and holding a question-and-answer session, confirmed the reasonableness of the substance, material assumptions, and the process of preparation of the Business Plan and approved the same. Thereafter, as described in "(E) Procurement by the special committee of a share valuation report and a fairness opinion from an independent third-party valuator" below, Plutus Consulting and Tokyo Kyodo Accounting Office calculated the value of the Target Company Shares based on the contents of the Business Plan. The Special Committee received explanations from Plutus Consulting and Tokyo Kyodo Accounting Office regarding the valuation methods they used to calculate the value of the Target Company Shares, the reasons for adopting such valuation methods, the details of the valuation based on each such valuation method, and the material assumptions, and has confirmed the reasonableness of these matters through a question-and-answer session and through deliberation and consideration.

As described in "(E) Procurement by the special committee of a share valuation report and a fairness opinion from an independent third-party valuator" below, the Special Committee has obtained the Fairness Opinion from Plutus Consulting, and, in connection therewith, received explanations from Plutus Consulting regarding the procedures for issuing the Fairness Opinion and held a question and answer session.

The Special Committee, upon each receipt of a proposal from ITOCHU with respect to the Tender Offer Price, received timely reports from SMBC Nikko Securities, the Target Company's financial advisor, on the proposal's contents and the progress of negotiations. Based on the legal advice received from Kitahama Partners, advice received from Plutus Consulting, and opinions heard from Anderson Mori & Tomotsune, SMBC Nikko Securities, and Tokyo Kyodo Accounting Office, the Special Committee deliberated and considered the relevant matters and provided necessary opinions on the Target Company's negotiation policy, as appropriate, approved the policy after holding a question-and-answer session, and provided instructions and requests regarding negotiations with the Tender Offeror Parties.

As a result, on February 24, 2026, the Target Company received a proposal from ITOCHU that included

the Tender Offer Price of JPY 13,000 per share and, consequently, the Tender Offer Price was increased from ITOCHU's initial offer of JPY 9,611 to JPY 13,000.

The Special Committee received several explanations from Anderson Mori & Tomotsune, the Target Company's legal advisor, and SMBC Nikko Securities, the Target Company's financial advisor, regarding the drafting of press releases and related documents, and, after holding question-and-answer sessions, confirmed that substantial disclosure of information would be made.

d. Determinations

Based on the above, and taking into consideration the legal advice received from Kitahama Partners and the advice from a financial perspective and the contents of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion received from Plutus Consulting, the Special Committee carefully discussed and considered the Consultation Matters. As a result, on February 24, 2026, the Special Committee submitted the Report to the Target Company's board of directors with the unanimous consent of all members as summarized below.

(a) Opinions of the Special Committee

- a. The Transactions will contribute to the enhancement of the Target Company's corporate value and the purpose of the Transactions is considered to be legitimate and reasonable;
- b. The fairness and reasonableness of the terms of the Transactions (including the Tender Offer Price) are considered to be ensured;
- c. The fairness of the procedures for the Transactions is considered to be ensured;
- d. Based on (a) through (c) above, the Transactions are considered fair to the Target Company's general shareholders; and
- e. It is considered appropriate for the Target Company's board of directors to express its opinion in favor of the Tender Offer and to recommend that the Target Company's shareholders tender in the Tender Offer.

(b) Reason for Opinions of the Special Committee

- a. The legitimacy and reasonableness of the purpose of the Transaction (including whether the Transactions contribute to enhancing the Target Company's corporate value):
 - The business environment surrounding Target Company and Target Company's management challenges explained by ITOCHU and Target Company, as well as the initiatives and synergies expected after the implementation of the Transactions, as described above, are not found to be unreasonable.
 - Target Company Group's performance for the fiscal year ending March 2026 saw increased sales and profits, mainly due to an expansion of transactions with general merchandise stores, supermarkets and convenience stores, and strong beverage sales driven by a record heat wave, as well as cost reductions. The stable supply network and the relationships of trust with existing business partners built through many years of business history are Target Company's strengths, which are a factor in its current performance and are also highly valued by ITOCHU.

- On the other hand, however, in the current food distribution industry, due to shifts in consumer behavior, patterns, and values, (i) the demand for food products has become more diverse, (ii) the handling of food products across various industries, such as e-commerce operators and drugstores, has increased, and (iii) competition that transcends industry boundaries has become more intense, and it is anticipated that the ongoing trend of consolidation, industry restructuring, group formation, and globalization will continue.
- Therefore, Target Company needs to rapidly expand its business scale further and establish a structure capable of implementing swift and flexible measures and responses.
- While Target Company has some scope to grow independently within Target Company Group, there are limitations in various aspects, such as know-how, human resources, and financial strength, when it comes to enhancing medium- to long-term corporate value on its own, particularly through the rapid expansion of its low-temperature business and business growth through M&A and other means. In this regard, after the privatization of Target Company Shares, it will be possible for Target Company to make full use of the ITOCHU Group's know-how, human resources, financial strength, and network related to low-temperature business and digital strategy. This would enable business expansion into overseas markets, the commencement of large-scale and cross-border M&A and industry consolidation, active investment in and development of new businesses and products, strengthening of sales capabilities, and increased logistics efficiency. By leveraging the stable supply network and relationships of trust with existing business partners, which are Target Company's strengths, and integrating resources from the ITOCHU Group as described above, Target Company Group can be expected to achieve even greater growth.
- Furthermore, if Target Company undertakes bold initiatives such as large-scale M&A or industry restructuring while maintaining its listing, there is a risk that its stock price could decline due to temporary performance deterioration, potentially imposing a burden on general shareholders. On the other hand, after the privatization of Target Company Shares, such concerns would be eliminated, making it easier to implement swift measures aligned with industry trends, as well as fundamental reforms and initiatives from a more medium- to long-term perspective. In addition, it would enable the establishment of a structure capable of rapid decision-making.
- On the other hand, a potential disadvantage of the privatization of Target Company Shares is the potential adverse effect on business relationships with Target Company's existing shareholders who are business partners, other than ITOCHU, resulting from the dissolution of capital ties with such shareholder business partners through the Transactions. However, considering the social credibility, name recognition, and trust relationships that Target Company has cultivated through long-term, stable transactions to date, it is reasonable to expect that business relationships will be maintained even after going private. In addition, while a decline in employee motivation resulting from Target Company going private could in theory be considered, the employment of Target Company Group's employees will in principle be maintained even after the Transactions, and it is anticipated that Target Company's employees will understand that the privatization of Target Company Shares through the Transactions will enhance Target Company's corporate value. Therefore, the impact of going private, such as a decline in motivation, is expected to be limited. On the other hand, given the ITOCHU Group's name recognition, the risk of adverse effects on new hiring is considered to be low. Finally, while going private may make it difficult to execute M&A transactions involving stock as consideration or raise funds from capital markets, the impact of this inconvenience can be considered to be minor, as it will enable greater utilization of the ITOCHU Group's group financing

capabilities than in the past.

- Based on the above, the disadvantages of the privatization of Target Company Shares is considered to be limited.
 - Based on the above points, after careful deliberation and consideration, the Special Committee believes that the Transactions will contribute to enhancing Target Company's corporate value and that the purpose of the Transactions is legitimate and reasonable.
- b. Fairness and Appropriateness of the Terms and Conditions of the Transactions (including the Purchase Price under the Tender Offer)

(a) Share Valuation Report (Plutus Consulting)

- According to the Share Valuation Report (Plutus Consulting), which was procured by the Special Committee from the Tender Offeror-Related Parties (collectively referring to (i) the ITOCHU Group excluding Target Company Group and (ii) the Company; the same shall apply hereinafter) and Target Company Group as well as PLUTUS CONSULTING Co., Ltd. ("Plutus Consulting"), a third-party valuator and financial advisor independent of the Transactions, the per-share value of the Shares is JPY 10,667 to JPY 12,080 under the average market share price method, JPY 11,644 to JPY 15,203 under the comparable company method, and JPY 11,523 to JPY 15,763 under the discounted cash flow method (the "DCF method"). The purchase price per share of the Shares under the Tender Offer of JPY 13,000 (the "Tender Offer Price") exceeds the upper limit of the range calculated under the average market share price method, and falls within the ranges calculated under the comparable company method and the DCF method.
- Then, the Special Committee received detailed explanations from Plutus Consulting regarding the valuation methodologies used in the share valuation and, after conducting a question and answer session with Plutus Consulting and Target Company concerning the selection of valuation methodologies, the verification of the process for selecting peer companies and the multiples/metrics used in the comparable company method, Target Company's business plan underlying the calculations under the DCF method, the financial forecasts based on that business plan, the method for calculating sustained value, the rationale for the discount rate, required working capital, and other related matters, concluded that no aspects were unreasonable when judged against common valuation practices.
- In particular, the business plan was prepared using the same approach Target Company ordinarily applies when formulating its medium term management plans, and there is no evidence that the Tender Offeror-Related Parties unduly participated in or influenced the preparation of Target Company's business plan; the plan's underlying assumptions and the process by which it was prepared are therefore considered reasonable. In addition, with respect to the share valuation by Plutus Consulting, appropriate measures were taken to ensure that it would not be affected by the results of valuation by Tokyo Kyodo Accounting Office as described below, and it can be considered that reasonable measures have also been taken from this perspective as well.
- Accordingly, the valuation by Plutus Consulting of Target Company's shares is deemed reasonable.

(b) Fairness Opinion

- The Special Committee has procured the Fairness Opinion from Plutus Consulting on February 24,

2026, and received a detailed explanation of the Fairness Opinion. According to the Fairness Opinion, the Tender Offer Price is fair to Target Company's general shareholders from a financial perspective.

(c) Share Valuation Report (Tokyo Kyodo Accounting Office)

- According to the Share Valuation Report (Tokyo Kyodo Accounting Office), which was procured by Target Company from Tokyo Kyodo Accounting Office, a third-party valuator independent of the Tender Offeror-Related Parties and Target Company Group as well as the Transactions, the per-share value of the Shares is JPY 10,667 to JPY 11,752 under the average market share price method, JPY 11,599 to JPY 12,278 under the comparable listed company method, and JPY 11,319 to JPY 13,606 under the DCF method. The Tender Offer Price exceeds the upper limit of the ranges calculated under the average market share price method and the comparable listed company method, and falls within the range calculated under the DCF method, and exceeds the median (JPY 12,463; rounded to the nearest whole number).
- Then, the Special Committee received detailed explanations from Tokyo Kyodo Accounting Office regarding the valuation methodologies used in the share valuation and, after conducting a question and answer session with Tokyo Kyodo Accounting Office and Target Company concerning the selection of valuation methodologies, the verification of the process for selecting peer companies and the multiples/metrics used in the comparable listed company method, Target Company's business plan underlying the calculations under the DCF method, the financial forecasts based on that business plan (including a substantial increase in free cash flow attributable to changes in working capital in the fiscal year ending March 2028), the method for calculating sustained value, the rationale for the discount rate, required working capital, and other related matters, concluded that no aspects were unreasonable when judged against common valuation practices.
- In addition, with respect to the share valuation by Tokyo Kyodo Accounting Office, appropriate measures were taken to ensure that it would not be affected by the results of valuation by Plutus Consulting, and it can be considered that reasonable measures have also been taken from this perspective as well.
- Accordingly, the valuation by Tokyo Kyodo Accounting Office of Target Company's shares is deemed reasonable.

(d) Premium levels

- The Tender Offer Price (JPY 13,000) represents a premium of 7.62% over the closing price of Target Company Shares of JPY 12,080 (rounded to the second decimal place; the same shall apply hereinafter for the percentage (%) of premium or discount to the share price) on the Prime Market of the Tokyo Stock Exchange as of February 24, 2026; a premium of 10.62% over the simple average closing price of JPY 11,752 (rounded to the second decimal place; the same shall apply hereinafter for the calculation of the simple average of the closing prices) for the most recent one month up to the same date; a premium of 14.67% over the simple average closing price of JPY 11,337 for the most recent three months up to the same date; and a premium of 21.87% over the simple average closing price of JPY 10,667 for the most recent six months up to the same date, and exceeds all-time high price, including intraday highs, of JPY 12,960.
- In this regard, the premium level is not necessarily high compared with the premiums observed in

past similar precedents, namely, 16 cases of tender offers by parent companies to make listed subsidiaries with a market capitalization of JPY 100 billion or more, and a PBR of 1.0 or higher, wholly owned subsidiaries, published between June 28, 2019, when the Ministry of Economy, Trade and Industry's "Fair M&A Guidelines" were announced, and January 31, 2026, where the target company recommended that shareholders tender their shares in the tender offer and the tender offer was successfully completed (in those cases, the median premium was 30.24% to the closing price on the business day prior to announcement, 32.15% to the simple average closing price for the one month period prior to announcement, 35.42% to the simple average closing price for the three month period prior to announcement, and 34.90% to the simple average closing price for the six month period prior to announcement).

- A renewed analysis of Target Company's market share price indicates that, as of October 2025, it had generally been trading in the mid- to high JPY 9,000 range. However, according to ITOCHU, following a news report published by certain media outlets on November 14, 2025 stating that certain shareholders of Target Company had sent a letter to Target Company proposing to take Target Company private in order to unwind the parent-subsidiary listing structure (the "News Report on Letter Submission"), Target Company's market share price surged sharply (specifically, the share price fluctuated in a single day by an amount equivalent to 16% compared to the previous day's closing price (JPY 1,500, representing the difference between the closing price on November 13, 2025 of JPY 9,300 and the closing price on November 14 of JPY 10,800)). Thereafter, despite the fact that Target Company had not disclosed any corporate information that would materially affect Target Company's market share price, the share price continued to trade at levels exceeding JPY 10,950, the all-time high prior to the News Report on Letter Submission. ITOCHU asserts that the share price and trading volume of Target Company Shares since November 14, 2025 were influenced by the News Report on Letter Submission and that expectations regarding a potential take-private transaction had been incorporated to a certain extent into the market price. While such expectations cannot be conclusively established, it cannot be entirely ruled out that market expectations of this nature affected the price of Target Company Shares.
- On the other hand, Target Company's recent business performance has been steady, and in light of recent stock market conditions, including the Nikkei Stock Average reaching new record highs, it would not necessarily be appropriate to conclude that Target Company's current market share price has been formed solely as a result of the News Report on Letter Submission.
- Upon consideration of the foregoing, in addition to the above analysis of the market share price and as further described in (8) below, the Tender Offer Price exceeds the median of the range calculated under the DCF method in the Share Valuation Report (Tokyo Kyodo Accounting Office), a Fairness Opinion has been procured, a certain level of premium over Target Company's recent market share price has been secured, and the Tender Offer Price exceeds the all-time high price, including intraday highs, of JPY 12,960 since its listing. In light of these factors, the Tender Offer Price may be considered to have sufficient reasonableness.

(e) Discussions and negotiations with ITOCHU

- Target Company and the Special Committee, in accordance with the negotiation policy approved in advance by the Special Committee, conducted discussions and negotiations with ITOCHU on multiple occasions regarding the tender offer price from the perspective of protecting the interests of general shareholders, and succeeded in obtaining an increase to JPY 13,000 from the initial proposed price of JPY 9,611.

(f) Reasonableness of other schemes and terms relating to the Transactions

- The scheme adopted for the Transactions is a commonly used take-private method, and, as discussed above, the Tender Offer Price can be evaluated as reasonable. Accordingly, the adoption of the scheme for the Transactions cannot be considered unreasonable in itself.
- Furthermore, no particular aspects of the scheme or terms and conditions of the Transactions have been identified as unreasonable.

(g) Acquisition prices of Target Company Shares by ITOCHU over the past five years

- ITOCHU acquired a total of 35,800 Target Company Shares via market transactions between the end of June 2024 and October 30, 2024. The average acquisition price was approximately JPY 6,925 per share (JPY 247,899,991 in total), which is lower than the Tender Offer Price.
- However, the share acquisitions by ITOCHU at that time were not made for the purpose of effecting a going-private; they were conducted as market transactions based on Target Company's then prevailing market price. In addition to differing in purpose and method from the Tender Offer, the external environment surrounding Target Company, Target Company's operating performance, and the market price level of Target Company Shares are different from those at the time of the Tender Offer. Accordingly, even if the Tender Offer Price is higher than the price at which ITOCHU acquired Target Company Shares at that time, that fact is not considered to have any particular impact on the assessment of the fairness of the Tender Offer Price.

(h) Summary

- Based on the foregoing, the Special Committee, after careful discussion and consideration, has reached the following conclusions.
- As described above, while the premium over the closing price on February 24, 2026, which is the business day immediately preceding the announcement date of the Tender Offer, as well as over the simple average of the closing prices for the most recent one-month, three-month, and six-month periods, cannot necessarily be regarded as high compared to the premium levels observed in past comparable transactions. While the market price following the News Report on Letter Submission may have been influenced in part by factors such as Target Company's recent performance and the Nikkei Stock Average reaching a record high, it cannot be entirely ruled out that the expectation of the privatization of Target Company Shares resulting from the News Report on Letter Submission has been reflected to some extent.
- In addition,
 - The Tender Offer Price exceeds the upper limit of the valuation range derived from the average market share price method and falls within the valuation ranges derived from the comparable company method and the DCF method in the share valuation analyses conducted by Plutus Consulting. In addition, the Tender Offer Price exceeds the upper limit of the valuation ranges derived from the average market share price method and the comparable listed company method and falls within the valuation range derived from the DCF method, exceeding its median value, in the share valuation analyses conducted by Tokyo Kyodo Accounting.
 - The Fairness Opinion states that the Tender Offer Price is fair to Target Company's general

shareholders from a financial perspective.

- In the Tender Offer, sufficient and effective measures to ensure fairness were taken, and Target Company and the Special Committee conducted negotiations on multiple occasions and succeeded in obtaining an increase to JPY 13,000 from the initial proposed price of JPY 9,611.
- The Tender Offer Price represents a premium over the prevailing market price of Target Company Shares and, in light of the fact that it exceeds the all-time high price, including intraday highs, of JPY 12,960 since its listing, the Tender Offer may be considered to offer Target Company's general shareholders a reasonable opportunity to exit their investment.
- For reference, when assessed based on the share price level prior to the News Report on Letter Submission, the Tender Offer Price represents a premium of 39.78% over the closing price of Target Company Shares of JPY 9,300 prior to the News Report on Letter Submission (as of November 13, 2025); a premium of 35.76% over the simple average closing price of JPY 9,576 for the most recent one month up to the same date; a premium of 29.40% over the simple average closing price of JPY 10,046 for the most recent three months up to the same date; and a premium of 29.94% over the simple average closing price of JPY 10,005 for the most recent six months up to the same date. Accordingly, when such date is taken as the reference point, it can be evaluated that the Tender Offer Price includes a premium that is in line with the premium levels observed in comparable transactions.
- In light of the above circumstances, the Tender Offer Price can be regarded as an amount that is considered to be sufficiently reasonable, and the Special Committee has concluded that the fairness and appropriateness of the terms and conditions of the Transactions (including the Tender Offer Price) have been ensured.

c. Fairness of the procedures for the Transactions

(a) Establishment of the Special Committee

- Considering that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, and for the purpose of eliminating arbitrariness in the decision-making process in connection with the Transactions and ensuring the fairness and transparency of the Transactions, on December 19, 2025, the Target Company established a special committee consisting of three members: Mr. Yasuyuki Miyasaka (certified public accountant and independent outside director), Ms. Takako Okuda (independent outside director), and Ms. Kaoru Chujo (independent outside director), each of whom is independent of the Tender Offeror-Related Parties, the Target Company Group, and the Transactions, and obtained this report. Each member received a fixed remuneration for his or her services on the Previous Special Committee, whereas no remuneration was paid for his or her services on the Special Committee.
- The Special Committee held a total of 16 meetings (the Previous Special Committee held a total of six meetings, bringing the total number of meetings held by both committees to 22) and, as described above, was substantially involved in the discussions and negotiations with ITOCHU, and it is acknowledged that sincere negotiations were conducted on terms deemed equivalent to those of an arm's length transaction.

(b) Appointment by the Target Company of its advisors

- The Target Company appointed Tokyo Kyodo Accounting Office as its third-party valuator with expertise who is independent of the Tender Offeror Parties, the Target Company Group, and the Transactions, and received the Share Valuation Report (Tokyo Kyodo Accounting Office) as well as advice and opinions from a financial perspective. The Target Company also appointed SMBC Nikko Securities Inc. as its independent financial advisor with expertise, and has received advice and opinions from a financial perspective. In addition, the Target Company appointed Anderson Mori & Tomotsune as its independent legal advisor with expertise, and has received advice and opinions with respect to the measures to be taken to ensure the fairness of the procedures in the Transactions and other matters from a legal perspective.

(c) Appointment by the Special Committee of its own advisors and procurement of the Fairness Opinion

- The Special Committee appointed Plutus Consulting as its own third-party valuator and financial advisor with expertise who is independent of the Tender Offeror-Related Parties, the Target Company Group, and the Transactions, and received the Share Valuation Report (Plutus Consulting) and the Fairness Opinion as well as advice and opinions from a financial perspective. In addition, the Special Committee appointed Bengoshi Hojin Kitahama Houritsu Jimusho as its own independent legal advisor with expertise, and has received advice and opinions with respect to the measures to be taken to ensure the fairness of the procedures in the Transactions and other matters from a legal perspective.

(d) Establishment of an independent review system by the Target Company

- The Target Company established a project team consisting exclusively of employees who are independent of the Tender Offeror-Related Parties since the commencement of consideration to implement the Transactions.
- The members of the project team must, in principle, consist exclusively of officers and employees of the Target Company who do not simultaneously serve as officers or employees of any of the companies of the Tender Offeror -Related Parties and who have not in the past served as officers or employees of any of the companies of the Tender Offeror -Related Parties. Exceptionally, one of the members of the project team was formerly employed by ITOCHU, but not less than three years have passed since he transferred to the Target Company, and he does not simultaneously serve as an officer or employee of the Tender Offeror -Related Parties. In addition, he has been involved in the Target Company's budget control and preparation of management plans as the Executive General Manager of the Finance & Accounting Division and the Chief Executive of the Administration & Management Group and is familiar with the Target Company's quantitative analysis. He is indispensable and irreplaceable in the consideration of the Transactions (including the preparation of the business plan that forms the basis for the valuation of the shares of the Target Company), and thus has joined the project team. The Special Committee finds no particular issue regarding the independence or fairness of this review system in the Target Company.
- The Target Company has caused this project team to consider the Transactions and to engage in discussions and negotiations with ITOCHU. The Special Committee finds no facts that would lead to the conclusion that the Tender Offeror-Related Parties exercised any undue influence on the Target Company in the process of considering the Transactions.

(e) No involvement of special stakeholders

- Among all seven directors of the Target Company, Mr. Hitoshi Okamoto and Mr. Yoshihiro Fukushima are from ITOCHU, and Mr. Hiroyuki Nakamura currently serves as an officer or employee of ITOCHU. Among the four Audit & Supervisory Board Members of the Target Company, Mr. Hideaki Nagashima is from ITOCHU, and Mr. Ryuta Seike currently serves as an officer or employee of ITOCHU. In order to solve the issue of structural conflict of interest, they did not participate in any of the deliberations and resolutions of the Target Company's board of directors meetings regarding the Transactions held before February 24, 2026, nor do they intend to participate in the deliberations and resolutions of the board of directors meeting scheduled to be held on February 25, 2026 to express the board's opinion on the Transactions. They have not otherwise participated in the consideration of the Transactions or in the discussions and negotiations with ITOCHU. At the board of directors meeting to resolve the board's opinion on the Transactions, the four directors, excluding the three interested directors, are expected to deliberate and to unanimously adopt the resolution, and the two Audit & Supervisory Board Members, excluding the two interested Audit & Supervisory Board Members, are expected to express their opinion that they have no objection.
- The Special Committee finds no other facts that would lead to the conclusion that, in the process of discussions, consideration, and negotiations of the Transactions, the Tender Offeror-Related Parties and other special stakeholders in the Transactions exercised any undue influence on the Target Company in making its decisions.

(f) Securing opportunities for competing offers

- (i) For the Tender Offer, the Company intends to set the tender offer period at 30 business days, which is longer than the minimum period (20 business days) required by laws and regulations; and (ii) the Company and the Target Company have not entered into any agreement containing a deal protection clause that would prohibit or restrict the Target Company from contacting a competing acquisition offeror other than the Company so as not to unduly restrict opportunities for persons other than the Company to make a tender offer for the Target Company Shares. Consideration has been given to ensuring the fairness of the procedures for the Transactions by securing opportunities for competing offers, together with setting the tender offer period as described above.
- Although no active market checks have been conducted in the Tender Offer, the fairness of the procedures has been ensured by other fairness measures. In addition, active market checks generally do not work well in the case of a subsidiary being taken private by its controlling shareholder. Accordingly, the mere absence of active market checks in the Tender Offer is not expected to impair the fairness of the procedures for the Transactions.

(g) Imposition of a Majority of Minority condition

- A so-called Majority of Minority condition has not been imposed on the Tender Offer.
- However, in the Tender Offer, considering the fact that ITOCHU owns 6,656,116 Target Company Shares in total (ownership ratio: 52.46%), if a Majority of Minority condition is imposed, the completion of the Tender Offer may become uncertain and such a condition may not contribute to the interests of the general shareholders who wish to tender their shares in the Tender Offer.
- While a Majority of Minority condition has not been imposed, the mere absence of a Majority of Minority condition in the Tender Offer is not expected to impair the fairness of the procedures for

the Transactions for the following reasons: the attainment of the minimum number of shares to be purchased in the Tender Offer (1,801,900 shares) requires that a certain number of general shareholders of the Target Company support and tender their shares in the Tender Offer; the fairness of the procedures has been ensured by other fairness measures and the interests of the general shareholders of the Target Company have been sufficiently taken into account; and the interests of the general shareholders would also be served by providing them with an option to avoid uncertain future market conditions and, by tendering their Target Company Shares in the Tender Offer, to sell them at a reasonable price that represents a premium to the market price and reflects expected future profitability from a finance-theoretical perspective.

(h) Disclosure of information

- The Special Committee has been briefed on the drafts of the press release expressing the opinion on the Tender Offer and other disclosure materials that the Target Company intends to publish, and has confirmed that appropriate disclosures consistent with the facts are expected to be made.

(i) Elimination of coercion

- General shareholders who do not tender their shares in the Tender Offer will ultimately receive cash in the Squeeze-Out Procedures to be implemented after the Tender Offer. Press releases will expressly state that the amount of cash to be delivered in such procedures will be calculated to be the same as the amount obtained by multiplying the Tender Offer Price by the number of Target Company Shares owned by the relevant shareholders. In this way, consideration has been given to the avoidance of coercion to a certain extent. In addition, a share cash-out demand or a share consolidation, which is planned in the Squeeze-Out Procedures, is a common method of privatization, and in both of these procedures, general shareholders will have appropriate opportunities to express their objections to the consideration. Accordingly, the Special Committee sees no circumstances that would indicate the presence of coercion in the Tender Offer.

(j) Summary

- In light of the foregoing, and after careful discussions and consideration by the Special Committee, the Special Committee believes that the fairness of the procedures for the Transactions has been ensured.
- d. Whether the Transactions are fair to the general shareholders of the Target Company, in light of a. through c. above
- In light of a. through c. above, and after careful consideration, the Special Committee believes that the Transactions are fair to the general shareholders of the Target Company.
- e. Whether the decision by the Target Company's board of directors to express its opinion in favor of the Tender Offer and to recommend that the shareholders of Target Company tender their shares in the Tender Offer is appropriate
- In light of a. through d. above, and after careful consideration, the Special Committee believes that the decision by the Target Company's board of directors to express its opinion in favor of the Tender Offer and to recommend that the shareholders of the Target Company tender their shares in the Tender Offer is appropriate.

(E) Procurement by the special committee of a share valuation report and a fairness opinion from an independent third-party valuator

a. Name of the valuator and its relationship with the Target Company and the Tender Offeror

In considering the Consultation Matters, in order to ensure the appropriateness of the terms and conditions of the Transactions, including the Tender Offer Price, the Special Committee requested Plutus Consulting, a financial advisor and third-party valuator independent of the Tender Offeror-Related Parties and the Target Company Group, to calculate the value of the Target Company Shares and to express an opinion from a financial perspective on the fairness of the terms and conditions of the Transactions for the general shareholders of the Target Company, and received the Share Valuation Report (Plutus Consulting) and the Fairness Opinion on February 24, 2026.

Plutus Consulting is not a related party of the Tender Offeror-Related Parties or the Target Company Group and has no material interest in the Transactions, including the Tender Offer, that should be disclosed. In addition, the fees payable to Plutus Consulting in relation to the Transactions consist solely of a fixed fee to be paid regardless of the success or failure of the Transactions, and do not include a performance fee, which is payable subject to the completion of the Transactions and other conditions.

b. Overview of valuation

After examining the valuation method to be adopted in the calculation of the share value of the Target Company from among several valuation methods, based on the premise that the Target Company is a going concern and the belief that the value of the Target Company Shares should be evaluated from multiple perspectives, Plutus Consulting used the following methods to analyze the value per share of the Target Company: the average market share price method, in order to take the trends of the Target Company's share price in the market into account; the comparable listed company method, as there are comparable listed companies similar to the Target Company and it is possible to analogize the value of the Target Company Shares by comparing to that of similar listed companies; and the DCF method to reflect the details and forecast of the Target Company's business performance in the valuation, and the Special Committee received the Share Valuation Report (Plutus Consulting) from Plutus Consulting on February 24, 2026.

The range of the value per Target Company Share calculated under each of the above methods is as follows:

Market share price method: From JPY 10,667 to JPY 12,080

Comparable company method: From JPY 11,644 to JPY 15,203

DCF method: From JPY 11,523 to JPY 15,763

Under the market share price method, with February 24, 2026 being set as the reference date, the value per Target Company Share is calculated to range from JPY 10,667 to JPY 12,080 based on the closing price of the Target Company Shares of JPY 12,080 on the Prime Market of the Tokyo Stock Exchange as of the reference date; the simple average closing price of JPY 11,752 for the most recent one month up to the same date; the simple average closing price of JPY 11,337 for the most recent three months up to the same date; and the simple average closing price of JPY 10,667 for the most recent six months up to the same date.

Under the comparable company method, the value per Target Company Share is calculated to range from JPY 11,644 to JPY 15,203, with KATO SANGYO CO., LTD. being selected as a listed company that is

deemed similar to the Target Company, and the value of the Target Company Shares being calculated using the ratio of EBIT and EBITDA to the corporate value.

Under the DCF method, based on the Business Plan developed by the Target Company, and under various assumptions including the revenue forecast and investment plans in the business plan for the four fiscal years from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2029, as well as publicly disclosed information, the corporate value and share value of the Target Company were analyzed by discounting the free cash flow expected to be generated by the Target Company from and including the fourth quarter of the fiscal year ending March 31, 2026 back to the present value using a certain discount rate, and the value per Target Company Share is calculated to range from JPY 11,523 to JPY 15,763. Plutus Consulting used the discount rate (weighted average cost of capital) of 6.9% to 9.3%. In addition, it calculated the going concern value under the perpetual growth rate method and the multiple method as ranging from JPY 44,078 million to JPY 96,528 million. For the perpetual growth rate method, considering long-term economic environment and other factors theoretically anticipated, the perpetual growth rate was set at 0%, and for the multiple method, EBIT multiple and EBITDA multiple were adopted, and considering industry standards, the EBIT multiple was set at 5.4 times to 7.5 times and the EBITDA multiple was set at 4.3 times to 5.6 times.

As non-operating assets, surplus cash and deposits after deducting necessary working capital (calculated by comprehensively considering the Company's past cash flow performance and other factors), as well as investment securities and other items, were added.

The Business Plan used by Plutus Consulting for the DCF method does not include any fiscal year in which a significant increase or decrease in profits or a significant increase or decrease in the free cash flow is expected.

Since the synergies expected to be realized through the implementation of the Transactions were difficult to specifically estimate at this stage, such synergies are not taken into account in the above valuation.

The specific figures in the Business Plan, which Plutus Consulting used as the basis of its valuation under the DCF method, are as follows.

(JPY million)

	Fiscal year ending March 31, 2026 (three months)	Fiscal year ending March 31, 2027	Fiscal year ending March 31, 2028	Fiscal year ending March 31, 2029
Net sales	161,730	748,800	778,752	809,902
Operating profit	(626)	10,184	10,747	11,339
EBITDA	159	12,499	13,062	13,654
Free cash flow	(18,027)	7,827	8,644	9,029

(Note) In evaluating the value of the Target Company Shares, Plutus Consulting has, in principle, used the information provided by the Target Company and publicly available information as presented, assuming that all such materials and information were accurate and complete, and did not independently verify the accuracy and completeness of such materials and information. Plutus Consulting did not independently conduct any evaluation or appraisal of the Target Company's assets and liabilities (including off-balance-sheet assets and liabilities, and other contingent

liabilities), nor did it make any request to a third-party institution to perform such appraisal or evaluation. In addition, it assumed that all information related to the Target Company's financial forecasts were reasonably prepared by the Target Company's officers and employees (limited to those independent of the Tender Offeror) based on the best estimates and judgments currently available. However, Plutus Consulting conducted multiple interviews and analyzed and reviewed the content of the Business Plan underlying the valuation. Furthermore, as described in “(D) Establishment by the Target Company of an independent special committee and procurement of a written report from the committee” above, the Special Committee has confirmed the reasonableness of the content, material assumptions, and the process of preparation of the Business Plan.

c. Overview of the Fairness Opinion

The Special Committee received the Fairness Opinion dated February 24, 2026 from Plutus Consulting stating that the Tender Offer Price of JPY 13,000 per share is fair to the Target Company's general shareholders from a financial perspective (Note). The Fairness Opinion expresses the opinion that the Tender Offer Price of JPY 13,000 per share is fair to the Target Company's general shareholders from a financial perspective, in light of the results of the calculation of the Target Company's share value based on the Business Plan, among other factors. The Fairness Opinion was issued by Plutus Consulting based on (i) the results of the calculation of the Target Company's share value conducted after receiving disclosure from the Target Company regarding the current status of its business, future business plans, and other matters, as well as related explanations, (ii) a Q&A session with the Target Company regarding the overview, background, and purpose of the Tender Offer, (iii) Plutus Consulting's review of the Target Company's business environment and economic, market, and financial conditions, within the scope deemed necessary by Plutus Consulting, and (iv) a review process conducted by a review committee independent of Plutus Consulting's engagement team.

(Note) Plutus Consulting has prepared the Fairness Opinion based on the assumption that the underlying materials provided by the Target Company, publicly available materials, and information obtained from the Target Company are accurate and complete. Plutus Consulting has not conducted its own investigation or verification of their accuracy or completeness and is not obligated to do so. Therefore, Plutus Consulting assumes no responsibility for any deficiencies in these materials or for any non-disclosure of material facts.

Plutus Consulting assumes that the business plans and other materials used as the basis for the Fairness Opinion were reasonably prepared based on the best projections and judgments available at the time of their preparation. Plutus Consulting does not guarantee their feasibility and expresses no opinion regarding the analysis or projections underlying their preparation or the assumptions on which they are based.

Plutus Consulting is not a professional organization for legal, accounting, or tax matters. Therefore, it does not express any opinion on legal, accounting, or tax matters related to the Tender Offer, nor is it under any obligation to do so.

Plutus Consulting has not conducted its own evaluation or appraisal of the assets and liabilities of the Target Company and its affiliates (including off-balance-sheet assets and liabilities, and other contingent liabilities), including the analysis and valuation of individual assets and liabilities, nor has it received any appraisal or valuation reports regarding these matters. Accordingly, Plutus Consulting has not evaluated the solvency of the Target Company and its affiliates.

The Fairness Opinion expresses an opinion from a financial perspective regarding the fairness of the Tender Offer Price, to assist the Target Company in considering its opinion to be expressed on the Tender Offer. Accordingly, the Fairness Opinion does not express any opinion on the advantages of the Tender Offer relative to other possible transactions, the potential benefits of implementing the Tender Offer, or the advisability of proceeding with the Tender Offer.

The Fairness Opinion does not express any opinion to the holders of the securities issued by the Target Company, creditors, or any other interested parties. Accordingly, Plutus Consulting assumes no responsibility whatsoever to shareholders or third parties relying on the Fairness Opinion.

Plutus Consulting is not soliciting investment in the Target Company, nor does it have the authority to do so. Accordingly, the Fairness Opinion does not recommend that shareholders take any action, including tendering their shares, in connection with the Tender Offer.

The Fairness Opinion sets out Plutus Consulting's opinion, as of the date of submission thereof, as to whether the Tender Offer Price is fair to the Target Company's general shareholders from a financial perspective, based on financial and capital market conditions, economic conditions, and other circumstances as of the same date, and on information provided to or obtained by Plutus Consulting up to that date. Plutus Consulting is under no obligation to revise, modify, or supplement its opinion, even if any of these underlying factors change due to future developments.

The Fairness Opinion does not imply or suggest any opinion on matters not expressly stated therein, nor on events occurring after the date of submission thereof.

(F) Advice procured by the special committee from an independent law firm

As stated in "(ii) Target Company's decision-making process and reasons", "(2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer" in "2. Purpose of the Purchase, Etc." above, the Special Committee appointed Kitahama Partners as a legal advisor independent of the Tender Offeror-Related Parties and the Target Company Group, to provide legal advice with respect to measures to be taken to ensure fairness of the procedures in the Transactions and the Special Committee's consideration and deliberation of the Consultation Matters.

Kitahama Partners is not a related party of the Tender Offeror-Related Parties or the Target Company Group and has no material interest in the Transactions, including the Tender Offer. The fees paid to Kitahama Partners are to be calculated by multiplying the hours worked by the hourly rate, regardless of whether the Transactions are completed, and do not include any performance fee payable upon completion of the Transactions.

(G) Establishment of an independent review system in the Target Company

As described in "(ii) Target Company's decision-making process and reasons", "(2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer" in "2. Purpose of the Purchase, Etc." above, the Target Company has established a system within the Target Company to consider, negotiate, and make judgments concerning the Transactions in a position independent of the Tender Offeror-Related Parties. Specifically, the Target Company established a project team consisting of five employees to consider the Transactions and to engage in discussions and negotiations with ITOCHU upon receipt of the Revised Proposal on December 9, 2025. The members of the project team must consist exclusively of employees of the Target Company, who do not simultaneously serve as officers or employees of any of the companies of the Tender Offeror-Related Parties and who have not, in

principle, in the past served as officers or employees of any of the companies of the Tender Offeror-Related Parties, which requirement is still applicable. One of the members of the project team was formerly employed by ITOCHU, but not less than three years have passed since he transferred to the Target Company, and he does not simultaneously serve as an officer or employee of the Tender Offeror-Related Parties. In addition, he has been involved in the Target Company's budget control and preparation of management plans as the Executive General Manager of the Finance & Accounting Division and the Chief Executive of the Administration & Management Group and is familiar with the Target Company's quantitative analysis. He is indispensable and irreplaceable in the consideration of the Transactions (including the preparation of the Business Plan that forms the basis for the valuation of the shares of the Target Company). Therefore, in light of the establishment of the independent special committee and the measures taken to ensure fairness, he has joined the project team.

In addition, the Target Company has obtained the Special Committee's approval that there is no issue regarding the independence or fairness of the review system for the Transactions established within the Target Company including the treatment described above (including the scope and functions of the officers and employees of the Target Company who are involved in the consideration, negotiation, and determination of the Transactions).

(H) Unanimous approval of all disinterested directors of the Target Company and the opinion of all disinterested auditors of the Target Company that they have no objection

Based on the legal advice from Anderson Mori & Tomotsune, the advice from SMBC Nikko Securities, the advice from Tokyo Kyodo Accounting Office, the content of the Share Valuation Report (Tokyo Kyodo Accounting Office), and the contents of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion procured by the Special Committee and with the utmost respect for the judgments made by the Special Committee in the Report, the Target Company carefully discussed and considered whether the corporate value of the Target Company will increase through the Transactions, including the Tender Offer by the Tender Offeror, and whether the terms and conditions of the Transactions, including the Tender Offer Price, are reasonable. As a result, as described in "(ii) Target Company's decision-making process and reasons", "(2) Background, purposes, and decision-making process leading to the implementation of the Tender Offer, and management policy following the Tender Offer" in "2. Purpose of the Purchase, Etc." above, the Target Company resolved at its board of directors meeting held today that the Target Company will express its opinion in favor of the Tender Offer and will recommend its shareholders to tender their shares in the Tender Offer.

At the above-mentioned Company's board of directors meeting, Mr. Hitoshi Okamoto and Mr. Yoshihiro Fukushima among all seven directors of the Target Company are from ITOCHU and Mr. Hiroyuki Nakamura currently serves as an officer or employee of ITOCHU. Therefore, considering that the Target Company is a subsidiary of ITOCHU and that the Transactions constitute a type of transaction involving issues of structural conflict of interest and information asymmetry, four directors excluding these three directors deliberated and unanimously adopted the above resolution from the viewpoint of eliminating the possibility that the deliberation and resolution at the Target Company's board of directors meeting may be affected by these issues. In addition, both of the two Audit & Supervisory Board Members, except Mr. Hideaki Nagashima, who is from ITOCHU, and Mr. Ryuta Seike, who currently serves as an officer or employee of ITOCHU, attended the above-mentioned board of directors meeting, and both of the two Audit & Supervisory Board Members present at the meeting expressed their opinion that they have no objection to the above resolution.

Considering that the Transactions constitute a type of transaction involving issues of structural conflict of

interest and information asymmetry, three directors of the Target Company: Mr. Hitoshi Okamoto, Mr. Yoshihiro Fukushima, and Mr. Hiroyuki Nakamura, and two Audit & Supervisory Board Members of the Target Company: Mr. Hideaki Nagashima and Mr. Ryuta Seike did not participate in any of the deliberations and resolutions of the board of directors meetings regarding the Transactions, including the above-mentioned board of directors meeting, nor did they participate in the discussions and negotiations of the Transactions in a position to represent the Target Company from the viewpoint of eliminating the possible effects of the said issues.

(I) No Transaction protection clause

The Tender Offeror Parties and the Target Company have not agreed to any transaction protection clause that prohibits the Target Company from contacting any offeror other than the Tender Offeror Parties (the “Competing Acquisition Offeror”) with respect to the Target Company Shares or made any other agreement on any matter that would restrict Competing Acquisition Offerors from contacting the Target Company, and have been mindful of ensuring fairness in the Tender Offer by not preventing any opportunity for a competing offer.

(J) Measures for securing opportunities for the Target Company’s Shareholders to Appropriately Decide Whether to Tender Their Shares in the Tender Offer

As stated in “(5) Policies on reorganization, etc. after the Tender Offer (matters concerning “two-step acquisition”)” in “2. Purpose of Purchase, Etc.” above, the Tender Offeror Parties clarify that (i) they plan to request, promptly after settlement after the Tender Offer is completed, (x) that the Target Company approve the Demand for Share Cash-Out, or (y) that the Target Company hold a Special Shareholders’ Meeting with agenda items that include implementation of the Share Consolidation and a partial amendment of the Articles of Incorporation to abolish the provisions on share unit numbers subject to effectuation of the Share Consolidation, depending on the number of shares to be obtained by the Tender Offeror due to completion of the Tender Offer, and not adopt any method that does not secure the right to request the purchase of shares or the right to request a determination of the price of the shares of the Target Company’s shareholders; and (ii) when the Demand for Share Cash-Out or the Share Consolidation is conducted, the amount of money to be delivered to the relevant Target Company’s shareholders in exchange will be calculated so that it will be the same price obtained by multiplying the Tender Offer Price by the number of the Target Company Shares held by each of the shareholders (excluding the Tender Offeror Parties and the Target Company); therefore, the Tender Offeror Parties have secured opportunities for the Target Company’s shareholders to appropriately decide whether or not to tender their shares in the Tender Offer, and thereby have given consideration not to put strong pressure on the shareholders to tender their shares in the Tender Offer.

In addition, while the minimum period of purchase in a tender offer set forth in relevant laws and regulations is 20 business days, the Tender Offeror has set the Tender Offer Period as 30 business days, which is comparatively long in light of the minimum period set forth in relevant laws and regulations. By setting a comparatively long Tender Offer Period, the Tender Offeror Parties have intended to secure opportunities for the Target Company’s shareholders to appropriately decide whether or not to tender their shares in the Tender Offer, and thereby have ensured the fairness of the Tender Offer Price.

(iii) Relationship with valuator

Nomura Securities, a financial advisor and third-party valuator of ITOCHU, is not a related party to the Tender Offeror Parties and the Target Company, and has no material interest in relation to the Tender Offer.

(5) Number of shares, etc. to be purchased

Number of Shares to Be Purchased	Minimum Number of Shares to Be Purchased	Maximum Number of Shares to Be Purchased
6,030,793 shares	1,801,900 shares	- shares

(Note 1) If the total number of the Tendered Shares, Etc. does not reach the minimum number of shares to be purchased (i.e., 1,801,900 shares), the Tender Offeror will not purchase any of the Tendered Shares, Etc. If the total number of the Tendered Shares, Etc. is equal to or more than the minimum number of shares to be purchased (i.e., 1,801,900 shares), the Tender Offeror will purchase all of the Tendered Shares, Etc.

(Note 2) Since the maximum number of shares to be purchased is not set in the Tender Offer, the number of shares to be purchased indicates the number of Target Company Shares, which is the maximum number of shares, etc. to be acquired by the Tender Offeror through the Tender Offer (i.e., 6,030,793 shares). The said maximum number of shares is obtained by deducting the number of treasury shares held by the Target Company as of December 31, 2025 (i.e., 33,091 shares), as well as the number of Target Company Shares held by ITOCHU that are not planned to be tendered in the Tender Offer as of today (i.e., 6,656,116 shares), from the total number of issued shares of the Target Company as of December 31, 2025 (i.e., 12,720,000 shares), as stated in the Target Company's Financial Results.

(Note 3) Shares constituting less than a unit are also subject to the Tender Offer. The Target Company may purchase its own shares during the Tender Offer Period, in accordance with procedures stipulated by laws and regulations, from any shareholder who exercises the right to require the Target Company to purchase shares constituting less than a unit pursuant to the Companies Act.

(Note 4) The Tender Offeror does not intend to acquire any treasury shares held by the Target Company through the Tender Offer.

(6) Changes in ownership ratio of shares, etc. as a result of the purchase, etc.

Number of Voting Rights Pertaining to Shares, Etc. Held by Tender Offeror Before Purchase, Etc.	- voting rights	(Ownership Ratio of Shares, Etc. Before Purchase, Etc. - %)
Number of Voting Rights Pertaining to Shares, Etc. Held by Special Related Parties Before Purchase, Etc.	66,561 voting rights	(Ownership Ratio of Shares, Etc. Before Purchase, Etc. 52.46%)
Number of Voting Rights Pertaining to Shares, Etc. Held by Tender Offeror After Purchase, Etc.	60,307 voting rights	(Ownership Ratio of Shares, Etc. After Purchase, Etc. 47.53%)
Number of Voting Rights Pertaining to Shares, Etc. Held by Special Related Parties After Purchase, Etc.	66,561 voting rights	(Ownership Ratio of Shares, Etc. After Purchase, Etc. 52.46%)
Number of Voting Rights of All Shareholders, Etc. of Target Company	126,793 voting rights	

(Note 1) The “Number of Voting Rights Pertaining to Shares, Etc. Held by Tender Offeror After Purchase, Etc.” refers to the number of voting rights (60,307 voting rights) pertaining to the number of shares to be purchased (6,030,793 shares) in the Tender Offer.

(Note 2) The “Number of Voting Rights Pertaining to Shares, Etc. Held by Special Related Parties Before Purchase, Etc.” and the “Number of Voting Rights Pertaining to Shares, Etc. Held by Special Related Parties After Purchase, Etc.” refer to the total numbers of voting rights pertaining to shares, etc. held by each of the special related parties (however, persons who are excluded from being considered special related parties pursuant to Article 3, Paragraph 2, Item 1 of the “Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer Cabinet Office Ordinance on Disclosure of Tender Offers for Shares, Etc. by Persons Other Than Issuer” (Ministry of Finance Order No. 38 of 1990, as amended; the “TOB Order”) in the calculation of the ownership ratio of shares, etc., pursuant to each of the Items of Article 27-2, Paragraph 1 of the Act, are excluded from such special related parties).

(Note 3) The “Number of Voting Rights of All Shareholders, Etc. of Target Company” refers to the number of voting rights of all shareholders as of September 30, 2025, as stated in the Target Company’s Semi-Annual Report (stated on the basis that one unit of shares is 100 shares). However, as shares constituting less than a unit are also subject to the Tender Offer, in calculating the “Ownership Ratio of Shares, Etc. Before Purchase, Etc.” and the “Ownership Ratio of Shares, Etc. After Purchase, Etc.,” the number of voting rights (i.e., 126,869 voting rights) pertaining to the number of shares (i.e., 12,686,909 shares), which is obtained by deducting the number of treasury shares held by the Target Company as of December 31, 2025 (i.e., 33,091 shares) from the total number of issued shares of the Target Company as of the same date (i.e., 12,720,000 shares), as stated in the Target Company’s Financial Results, is used as the denominator.

(Note 4) The “Ownership Ratio of Shares, Etc. Before Purchase, Etc.” and the “Ownership Ratio of Shares, Etc. After Purchase, Etc.” are rounded to two decimal places.

(7) Purchase price JPY 78,400 million

(Note) The “Purchase Price” refers to the amount obtained by multiplying the number of shares to be purchased (6,030,793 shares) by the Tender Offer Price (JPY 13,000).

(8) Method of settlement

(i) Name and location of head office of financial instruments business operator, or bank, etc. that settles the purchase, etc.

Nomura Securities Co., Ltd. 13-1, Nihonbashi 1-chome, Chuo-ku, Tokyo

(ii) Commencement date of settlement

April 16, 2026 (Thursday)

(iii) Method of settlement

Without delay after the end of the Tender Offer Period, a notice of purchase, etc. by means of the Tender Offer will be mailed to the address of each person who accepted an offer to purchase, etc., or who made an offer to sell, shares, etc. pertaining to the Tender Offer (the “Tendering Shareholders”) (in the case of foreign residents who do not have a transaction account with the tender offer agent (including corporate shareholders), the address of their standing proxy).

The purchase, etc. will be made in cash. The Tendering Shareholders may receive the proceeds from the sale by means of the Tender Offer without delay after the commencement date of settlement, in the manner specified by the Tendering Shareholders, such as by remittance (remittance fees may apply).

(iv) Method of returning shares, etc.

In the event that all of the Tendered Shares, Etc. will not be purchased in accordance with the conditions described in “(i) Conditions set forth in each item of Article 27-13, Paragraph 4 of Act and details thereof” and “(ii) Conditions for withdrawal, etc. of the Tender Offer, details thereof and method of disclosure of withdrawal, etc.” in “(9) Other conditions and methods of the purchase, etc.” below, the shares, etc. to be returned will be returned promptly after the business day following the last day of the Tender Offer Period (or the day of the withdrawal in the event that the Tender Offer is withdrawn) by restoring the Tendering Shareholders’ Account opened with the tender offer agent to the status immediately prior to the tender (when transferring such shares, etc. to the accounts of Tendering Shareholders opened with other financial instruments business operators, please check with the head office or any nationwide branch office of the tender offer agent that accepted the tender application).

(9) Other conditions and methods of the purchase, etc.

(i) Conditions set forth in each item of Article 27-13, Paragraph 4 of Act and details thereof

If the total number of the Tendered Shares, Etc. does not reach the minimum number of shares to be purchased (i.e., 1,801,900 shares), the Tender Offeror will not purchase any of the Tendered Shares, Etc. If the total number of the Tendered Shares, Etc. is equal to or more than the minimum number

of shares to be purchased (i.e., 1,801,900 shares), the Tender Offeror will purchase all of the Tendered Shares, Etc.

- (ii) Conditions for withdrawal, etc. of the Tender Offer, details thereof and method of disclosure of withdrawal, etc.

If any of the circumstances specified in Article 14, Paragraph 1, Items 1 (a) through 1 (j) and Items 1 (m) through 1 (s), Items 3 (a) through 3 (h) and 3 (j), and Article 14, Paragraph 2, Items 3 through 6 of the Enforcement Order occurs, the Tender Offer may be withdrawn. The “facts equivalent to those specified in Items 3 (a) through 3 (i)” set out in Article 14, Paragraph 1, Item 3 (j) of the Enforcement Order refers to (i) a case in which it is found that any of the statutory disclosure documents filed by the Target Company in the past contains a false statement regarding material matters or omits material matters that should have been disclosed, and the Tender Offeror was unaware of such false statement, etc., and could not have known it despite exercising reasonable care, or (ii) a case in which any of the facts specified in Article 14, Paragraph 1, Items 3 (a) through 3 (g) of the Enforcement Order occurs with respect to any of the significant subsidiaries of the Target Company. In order to withdraw the Tender Offer, the Tender Offeror will give public notice by electronic means and post the notice to that effect in the Nihon Keizai Shimbun. However, if it is difficult to give public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement in the manner stipulated in Article 20 of the TOB Order and then give public notice immediately thereafter.

- (iii) Conditions for reduction of price for purchase, etc., details thereof and method of disclosure of reduction

In accordance with Article 27-6, Paragraph 1, Item 1 of the Act, if the Target Company conducts any act specified in Article 13, Paragraph 1 of the Enforcement Order during the Tender Offer Period, the price for purchase, etc. may be reduced pursuant to the standards set forth in Article 19, Paragraph 1 of the TOB Order. In order to reduce the price for purchase, etc., the Tender Offeror will give public notice by electronic means and post the notice to that effect in the Nihon Keizai Shimbun. However, if it is difficult to give public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement in the manner stipulated in Article 20 of the TOB Order and then give public notice immediately thereafter. If the price for purchase, etc. is reduced, the Tendered Shares, Etc. that were tendered on or before the date of the said public notice will also be purchased at the reduced price for purchase, etc.

- (iv) Matters concerning Tendering Shareholders’ rights to cancel their agreements

The Tendering Shareholders may cancel their agreements made in relation to the Tender Offer at any time during the Tender Offer Period. The Tendering Shareholders who wish to cancel their agreements must deliver or mail a written notice stating their intention to cancel the agreement made in relation to the Tender Offer (the “Cancellation Documents”) to the head office or any nationwide branch offices of the entity stated below that accepted the tender application by no later than 3:30 p.m. on the last day of the Tender Offer Period. In the case of mailing, the cancellation is conditional on the Cancellation Documents reaching the recipient by no later than 3:30 p.m. on the last day of the Tender Offer Period.

The Tendering Shareholders who wish to cancel the agreement for which they made applications through the online service must perform necessary procedures through the online service

(<https://hometrading.nomura.co.jp/>), or deliver or mail the Cancellation Documents. In the case of cancellation through the online service, the Tendering Shareholders must follow the instructions indicated on the relevant screen and complete the cancellation procedures by no later than 3:30 p.m. on the last day of the Tender Offer Period. The agreements made at the head office or any branch office of the tender offer agent cannot be canceled through the online service. In the case of delivery or mailing of the Cancellation Documents, the Tendering Shareholders must request the form corresponding to the Cancellation Documents from the relevant office in advance and deliver or mail it to the relevant office by no later than 3:30 p.m. on the last day of the Tender Offer Period. In the case of mailing, the cancellation is conditional on the Cancellation Documents reaching the recipient by no later than 3:30 p.m. on the last day of the Tender Offer Period.

Entity authorized to receive the Cancellation Documents:

Nomura Securities Co., Ltd.

13-1, Nihonbashi 1-chome, Chuo-ku, Tokyo (and other nationwide branch offices of Nomura Securities Co., Ltd.)

Even in the event that the Tendering Shareholders cancel their agreements, the Tender Offeror will not demand payment of damages or penalties from the Tendering Shareholders. In addition, the Tender Offeror will bear the cost of returning the Tendered Shares, Etc. to the Tendering Shareholders. In the event of a request for cancellation, the Tendered Shares, Etc. will be returned promptly after the completion of the procedures for such request for cancellation in the manner set forth in “(iv) Method of returning shares, etc.” in “(8) Method of settlement” above.

(v) Method of disclosure in case of changes to purchase conditions

The Tender Offeror may change the purchase conditions of the Tender Offer during the Tender Offer Period unless such change is prohibited under Article 27-6, Paragraph 1 of the Act and Article 13, Paragraph 2 of the Enforcement Order. If the Tender Offeror intends to change the purchase conditions, it will give public notice by electronic means regarding the details of the change and post the notice to that effect in the Nihon Keizai Shimbun. However, if it is difficult to give public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement in the manner stipulated in Article 20 of the TOB Order and then give public notice immediately thereafter. If the purchase conditions have been changed, the Tendered Shares, Etc. that were tendered on or before the date of the public notice will also be purchased based on the changed purchase conditions.

(vi) Method of disclosure in case of filing of amendment to tender offer registration statement

If the Tender Offeror files an amendment to the Tender Offer Registration Statement with the Director-General of the Kanto Local Finance Bureau (except in circumstances provided for under the proviso in Article 27-8, Paragraph 11 of the Act), the Tender Offeror will immediately make a public announcement on the particulars stated in the amendment to the Tender Offer Registration Statement that relate to the particulars stated in the public notice of the commencement of the Tender Offer in the manner stipulated in Article 20 of the TOB Order. The Tender Offeror will also immediately amend the Tender Offer Explanatory Statement and deliver the amended Tender Offer Explanatory Statement to the Tendering Shareholders to whom the Tender Offer Explanatory Statement has already been delivered. However, if the scope of the amendment is limited, the amendment may be made by preparing a document stating the reason for the amendment, the

matters that were amended, and the particulars after the amendment, and delivering the document to the Tendering Shareholders.

(vii) Method of disclosure of results of the Tender Offer

The results of the Tender Offer will be publicly announced on the day following the last day of the Tender Offer Period in the manner stipulated in Article 9-4 of the Enforcement Order and Article 30-2 of the TOB Order.

(viii) Other information

The Tender Offer is not and will not be made, directly or indirectly, in or to the U.S., or by using the U.S. postal service or any other means or instruments of interstate or foreign commerce (including, but not limited to, telephone, telex, facsimile, e-mail, and internet communication), or through any facilities of a securities exchange in the U.S. No one can tender shares in the Tender Offer by any of the means or instruments mentioned above, or through any of the facilities mentioned above, or from the U.S. In addition, the Tender Offer Registration Statement or any related purchase documents are not and may not be sent or delivered by the postal service or any other means in, to, or from the U.S. Any tender of shares in the Tender Offer that directly or indirectly breaches any of the restrictions mentioned above may not be accepted.

When tendering shares in the Tender Offer, the Tendering Shareholders (or standing proxies in the case of Foreign Shareholders) may be required to provide the tender offer agent with representations and warranties stating to the following effect: The Tendering Shareholders are not located in the U.S. at the time of applying for the Tender Offer or at the time of sending a tender offer application form; the Tendering Shareholders have not, directly or indirectly, received or sent any information (including any copies thereof) related to the Tender Offer in, to, or from the U.S.; the Tendering Shareholders have not used, directly or indirectly, in connection with the purchase or the signing and delivery of the tender offer application form, the U.S. postal mail services or any other means or instruments of interstate or foreign commerce (including, but not limited to, telephone, telex, facsimile, e-mail, and internet communication) or any facilities of a securities exchange in the U.S.; and the Tendering Shareholders are not acting as an agent, trustee or delegate, without discretion, of another person (except where such other person provides the Tendering Shareholders with all instructions relating to the purchase from outside the U.S.).

(10) Date of public notice of commencement of the Tender Offer

February 26, 2026 (Thursday)

(11) Tender offer agent

Nomura Securities Co., Ltd. 13-1, Nihonbashi 1-chome, Chuo-ku, Tokyo

4. Policies After the Tender Offer and Future Outlook

Please see “(2) Background, purposes and decision-making process leading to decision to the implementation of the Tender Offer, and management policy following the Tender Offer,” “(5) Policies on reorganization, etc. after the Tender Offer (matters concerning “two-step acquisition”),” and “(6) Possibility of delisting and reason therefor” in “2. Purpose of the Purchase, Etc.” above.

5. Other Information

(1) Agreements between the Tender Offeror and the Target Company or its officers, and details thereof

(i) Support for the Tender Offer

According to the Target Company's Press Releases, the Target Company resolved at its board of directors meeting held today to express an opinion in support of the Tender Offer and recommend that its shareholders tender their shares in the Tender Offer. For details, please see "(H) Unanimous approval of all disinterested directors of the Target Company and the opinion of all disinterested auditors of the Target Company that they have no objection," "(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)," "(ii) Background of calculation," "(4) Background of calculation of price for purchase, etc." in "3. Outline of the Purchase, Etc." above.

(ii) Background, purpose and decision-making process leading to decision to conduct the Tender Offer

Please see "(2) Background, purposes and decision-making process leading to decision to the implementation of the Tender Offer, and management policy following the Tender Offer" in "2. Purpose of the Purchase, Etc." above.

(iii) Measures to ensure the fairness of the Tender Offer, including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest

Please see "(Measures to ensure the fairness of the Tender Offer including measures to ensure the fairness of the Tender Offer Price and to avoid conflicts of interest)," "(ii) Background of calculation," "(4) Background of calculation of price for purchase, etc." in "3. Outline of the Purchase, Etc." above.

(2) Other information deemed necessary for investors to determine whether to tender their shares in the Tender Offer

Release of "Notice Concerning Revisions to Year-End Dividend Forecast for Fiscal Year Ending March 2026 (No Dividend) and Abolition of Shareholder Benefit Plan"

The Target Company resolved at its board of directors meeting held today, in light of the commencement of the Tender Offer, to revise its dividend forecast for the fiscal year ending March 31, 2026, to not pay year-end dividends for the fiscal year ending March 31, 2026, and to abolish the shareholder benefit plan starting from the fiscal year ending March 31, 2026. For details, please see "Notice Concerning Revisions to Year-End Dividend Forecast for Fiscal Year Ending March 2026 (No Dividend) and Abolition of Shareholder Benefit Plan" published by the Target Company today.

End

[Solicitation restrictions]

This press release is intended to publicly announce the Tender Offer to the general public and was not prepared for the purpose of soliciting the sale of shares or other securities. In applying for the sale of shares or other securities, each shareholder is requested to make his/her own judgment to do so, and in any event, after reading the Tender Offer Explanatory Statement concerning the Tender Offer. This press release does not fall under or constitute any part of, an application for the purchase of, or a solicitation of application for the sale of, any securities. This press release (or any part thereof) or the fact of its distribution should not be the basis of any agreement concerning the Tender Offer, nor should they be relied upon in entering any agreement.

[Future prospects]

This press release and the documents referenced herein describe the business outlook based on the views of the management of the Tender Offeror Parties in the event that they acquire the Target Company Shares. This information may contain forward-looking statements, including those concerning the future business of the Tender Offeror Parties and other entities, using expressions such as “anticipate,” “expect,” “intend,” “plan,” “believe,” “assume,” and similar words. These statements are based on the Tender Offeror Parties’ current business outlook and actual results may significantly differ from these expectations due to a number of factors. The Tender Offeror Parties, the Target Company or their affiliates shall not be obligated to update or revise these forward-looking statements in this information to reflect future events or circumstances.

[Regulations of the United States]

The Tender Offer is not and will not be made, directly or indirectly, in or to the U.S., or by using the U.S. postal service or any other means or instruments of interstate or foreign commerce (including, but not limited to, telephone, telex, facsimile, e-mail, and internet communication), or through any facilities of a securities exchange in the U.S. No one can tender shares in the Tender Offer by any of the means or instruments mentioned above, or through any of the facilities mentioned above, or from the U.S. In addition, the press releases regarding the Tender Offer or any related documents are not and may not be sent or delivered by the postal service or any other means in, to, or from the U.S. Any tender of shares in the Tender Offer that directly or indirectly breaches any of the restrictions mentioned above may not be accepted.

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[Other countries]

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